# MARVEL MASTERWORKS®

# MARVEL TEAM-UP®

## VOLUME 2

MARVEL TEAM-UP Nos. 12-22 & DAREDEVIL No. 103

LEN WEIN & GIL KANE

WITH ROSS ANDRU & SAL BUSCEMA

MARVEL

MARVEL MASTERWORKS

PRESENTS

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COLLECTING

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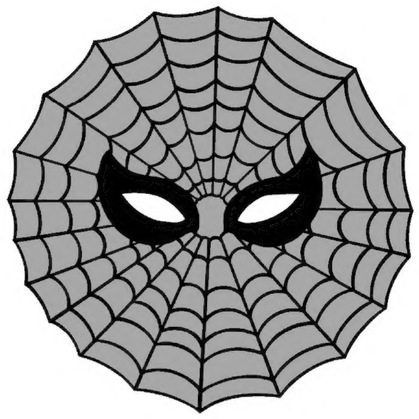
& DAREDEVIL No. 103

LEN WEIN • GIL KANE

WITH ROSS ANDRU & SAL BUSCEMA



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# MARVEL MASTERWORKS
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## MARVEL TEAM-UP
NOS. 12-22 & DAREDEVIL NO. 103

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Gerry Conway (No. 12)
Steve Gerber (*Daredevil No. 103*)

Pencilers: Gil Kane (Nos. 13, 14, 16-19)
Ross Andru (Nos. 12, 15)
Sal Buscema (Nos. 20-22)
Don Heck (*Daredevil No. 103*)

Inkers: Don Perlin (Nos. 12, 15)
Frank Giacoia (No. 13, 17-22)
Wayne Howard (No. 14)
Jim Mooney (No. 16)
Sal Trapani (No. 17; *Daredevil No. 103*)
Mike Esposito (Nos. 17, 18, 20)
Dave Hunt (No. 21)

Letterers: Charlotte Jetter (No. 12)
June Braverman (No. 13)
John Costanza (Nos. 14, 15)
Art Simek (Nos. 16, 20; *Daredevil No. 103*)
Jean Izzo (Nos. 17, 18)
Dave Hunt (Nos. 19, 21, 22)

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# INTRODUCTION
## BY ROY THOMAS

Nearly everything I know about *Marvel Team-Up* I learned from my old friend Gerry Conway's introduction to Volume 1 of this series.

See, by the early '70s, as Marvel's associate editor, I was getting busier and busier, as editor Stan Lee gradually turned over to me more and more reins—well, if not always of great power, at least often of a reasonable amount of responsibility. And when he deservedly got himself kicked upstairs to become Marvel's publisher and president in mid-1972, and I became Marvel's first new chief editor since 1945 who wasn't named Stan Lee, I naturally got busier still.

So when Gerry wrote in Vol. 1 that Stan and I had originally conceived of *Marvel Team-Up* as an every-issue partnership of Spider-Man and the Human Torch—well, frankly, I had to page through that book to realize he was correct. I suspect that the magazine itself, and the idea to co-star those two on a regular basis, were both Stan's idea; but I'm less clear on whether it was his idea, or mine, to have the ol' wall-crawler spend more time with other super heroes after three issues.

The sum of just about everything I remember about *MTU* before reading Gerry's intro amount to three things:

(1) I wrote issue #1 at Stan's request, enjoyed bringing in Marvel's Sandman and a Christmas theme and working with underrated artist Ross Andru; then I lateraled the ball to newcomer Gerry so I could stick to writing other things. (If I'd realized that one day virtually everything we did back then would be reprinted in hardcover and trade paperback with accompanying "incentive payments" and that stories with Spider-Man in them would generally pay better than stories *without* Spider-Man in them…well, let's just say I might've handled my post-1970 writing career a bit differently. Or not.)

(2) For issue #4, I decreed that the X-Men, currently without a series of their own, be utilized, and dressed in civvies for the entire story instead of in costumes, just as an experiment.

(3) At one point amid his generally deft writing for the title, Gerry came up with a nutty climax to issue #28 (as you'll see in the next volume) wherein Hercules drags the entire island of Manhattan after him with a giant chain, apparently without destroying all the water pipes and electric cables and bridges and tunnels that connect that isle with the surrounding boroughs and New Jersey. Angry readers so condemned that sequence that eventually some future editor decided to blot that event out of received Marvel continuity. (Let's see…Radioactive spider bites boy and gives him super-powers: good. Amnesiac thunder god comes to Earth and sets up his own medical practice: good. Hercules, a mythological man-god who in legend once held up the sky while Atlas took a coffee break, pulls the Big Apple physically along behind him: bad. Got that? Now explain it to *me*, please.)

Yeah, those three things I remember. But, that Spidey and Johnny Storm were ever meant to be a regular team? No memory. Just Gerry's recollections…and the virtually indisputable evidence of the first three issues.

At any rate, by the time this volume opens with #12, it's 1973 and I've been editor-in-chief for some months. And one of my main tenets in that job was to keep a talented writer happily scribbling away at *MTU* so I didn't have to think about it much. One of the fun things about those days, at least for Marvel writers, was that they got to act increasingly as de facto editors of comics they scripted. Subject to Stan's and my approval (and occasional whims), the writers could tell the stories they wanted to tell, use the villains they wanted to use. All that was needed was for us to coordinate things so that the needs of dramatics and continuity were served, and that the same bad-guy didn't pop up in two different mags in the same month.

With a writing staff that consisted of guys like Gerry, Len Wein, Marv Wolfman, Steve Englehart, Steve Gerber, and a couple of others, I didn't have to worry much about the writing quality per se. All I had to do was keep them on a long, loose leash.

Gerry had, as far as I was concerned, one of the longest and loosest. So did Len Wein, who succeeded his sometime Queens roommate on *MTU* with issue #11, once Gerry'd taken over writing Marvel's top three titles of the day: *The Amazing Spider-Man, Fantastic Four,* and *Thor.* Len likes to tell folks how I lured him over from DC to Marvel piecemeal, simply by giving him first one interesting assignment that he couldn't resist, then another, then another, until one day he looked up from his typewriter and realized he was writing almost exclusively for Marvel. I hope he never dreamed for a second that had been an accident.

Len, like Gerry before him, could pretty much decide what characters he wanted to team up with Spidey in any given month, though I may have sometimes made suggestions, based on heroes (or villains) Marvel wanted to give a bit of exposure. Let's just tiptoe through the *Team-Up* tulips for a page or three and see what, if anything, I can remember about what I did on those issues besides making sure I was listed as "Roy Thomas – editor" at the end of the credits:

***Marvel Team-Up* #12:** Guest starring Werewolf by Night. Well, why not? From the outset, I had conceived Jack Russell as a sort of horror-movie equivalent of Spider-Man (with his own teenage angst and super-powers), so it would be interesting to see them interact. Gerry plotted #12's story, then wandered off, and I assigned Len to dialogue #12 and then write future issues on his own. Len had been writing horror—excuse me, *mystery* stories—as well as super hero yarns for DC and other companies for several years; and I already knew that, if Gerry were to walk away from *Spider-Man* at some point, Len would've been the writer I'd have thrown into the breach.

As for the all-important art: Both Gerry and Len, like myself, were big fans of penciler Ross Andru and rarely missed a chance to work with him if they could. The inking was by new recruit Don Perlin, who'd done some art for the company in the 1950s and off and on again since 1967. I forget exactly how or why he came to my attention in the early '70s, but he's often reminded me that one day I simply phoned him out of the blue and asked if he'd like to start working full-time for Marvel. So he did. A few months after this *Team-Up* gig, he wound up as the regular artist on *Werewolf by Night.*

An aside of personal regret: I see that this story was lettered, except for the splash page, by "C. Jetter." That's Charlotte Jetter—and I kick myself every time I think about the fact that today I know she'd been a letterer for Fawcett back during the days when its *Captain Marvel Adventures* was the best-selling comic book on the planet, as well as the wife of that company's art director, Al Jetter. I should've buttonholed her and quizzed her about those days.

***Daredevil* #103:** Editor Cory Sedlmeier decided to shoehorn this comic into this volume, even though it was produced by Steve Gerber, Don Heck, and Sal Trapani rather than by anyone then doing *Team-Up,* because it leads directly into *MTU* #13. *Daredevil* was likewise a team-up book at this time. Gerry'd had the notion of partnering him with the Black Widow out in San Francisco, and that was working out well.

***MTU* #13:** On this one, Len got to work in tandem with Gil Kane, another favorite collaborator of pretty much all of us. The guest star this time was none other than Captain America—with a bit of Nick Fury, Agent of S.H.I.E.L.D. tossed in. Len had them join forces against the Grey Gargoyle, who was primarily an antagonist of Thor's. If you're gonna mix-and-match your heroes, you might as well do the same with your villains.

***MTU* #14:** Next came the Sub-Mariner. Whoops, excuse me—the *savage* Sub-Mariner. We were trying to goose sales of Namor's mag after the untimely passing of creator/writer/artist Bill Everett in February of '73. We added the alliterative adjective and would soon attire the Atlantean in a

spiffy new super-suit to make him look more like a super hero and less like a gold-medal winner in the Olympics. Penciler Gil Kane, another great champion of Bill's talent and importance to the early comics field, really turned himself loose drawing the Sub-Mariner's rampage. Glad to see he and Len also tossed in Tiger Shark, my favorite of several villains I'd helped develop during my earlier writing run on the *Sub-Mariner* mag.

***MTU* #15:** The new, motorcycle-riding Ghost Rider dreamed up by Gary Friedrich and originally drawn by Mike Ploog was one of the shining new stars in the Marvel firmament, and it was hoped that he and Spidey together would move a whole bunch of comics off the nation's newsstands. At least, that's what I as editor and Stan Lee as publisher hoped. Chances are that Len, who probably made the choice to guest-star Ghost Rider, was just looking for an interesting combination. And he found it.

Another interesting pairing that issue: Len and penciler Ross Andru again. Ordinarily, I hated changing creative teams on a title—though it was something Marvel had long been noted for. But we couldn't chain an artist or writer to his chair and make him turn out the same comic month after month—much as we were often sorely tempted to do precisely that!

I'm always a little embarrassed by the Orb, this tales's villain, because, with his helmet shaped like a human eyeball, he was so similar visually to the Eye, a fan-hero created by a friend of mine, Biljo White. But there are only so many costumes and gimmicks to go around, and I believe Biljo understood that and even got a kick out of seeing a (probably coincidentally) similar hero bopping around in a professional comic book.

***MTU* #16:** Captain Marvel. *Marvel's* Captain Marvel—the first of several, as it would turn out. I was always glad to see Mar-Vell guest-starred, whether or not he had his own title at the time. I recall Stan telling me in 1968 how un-eager he was to introduce a hero of that name into the Marvel Universe, but then-publisher Martin Goodman had wanted to trademark the name so no competing company could ever again utilize the monicker of that once-towering comic book titan. Mar-Vell had had his ups and downs, but readers liked the relationship between him and Rick Jones and the streamlined costume Gil Kane and I had designed.

For this tale Len and Gil came up with the Basilisk, a great name for a super villain even if 95% of our readers had never heard of it before. Hey, it had a "k" at the end of it! The story ends on a cliffhanger of sorts, when—but *naah,* I don't want to have to attach a spoiler warning to this paragraph. Read the yarn.

***MTU* #17:** Mr. Fantastic is hardly the first member of the Fantastic Four one might think of co-starring with Spidey. Yet that was one thing that was great about *Team-Up* at this stage. The ol' web-spinner was popular enough that, no matter whom you paired with him, the issue would still sell fairly well, so you could experiment without risking too much. All this and the Mole Man, too—a villain almost every Marvel writer wanted to take a shot at scripting, some time or other! It furthered the storyline begun in #16. *MTU*'s usual fare was stand-alone stories, because there was enough continuity going on in Spidey's own mag (he only had *one,* in those deprived days) that we didn't need a competing story arc in *another* mag. That way, we figured, readers could imagine an issue of *MTU* was occurring in between issues of *Amazing Spider-Man.* If *Team-Up,* as well, got a strong continuity going, it was liable to severely test the whole "suspension of disbelief" thing, almost as if there were *two* Spideys living two parallel lives.

Still, as a wise man once said and many lesser ones have quoted (or misquoted) him ever since, a foolish consistency is the hobgoblin of little minds…and every once in a while Len or another *MTU* writer just had to bust loose with a continued story.

***MTU* #18:** Maybe Len knows why this story has not Spider-Man but the Human Torch co-starring with the Hulk. Maybe we thought having the web-head take a brief breather would add to the reality of the Marvel Universe. Or maybe I—or more likely Stan, who was still very much a creative

presence at Marvel, beyond his "Stan Lee presents" status—wanted to see if the team-up concept would sell with a lesser hero in the lead. Judging by the fact that Spidey continued to star in most issues of *MTU* for some time to come, I wouldn't be surprised to learn that sales suffered a little bit, even though Gil Kane was back for his third issue in a row.

May I make a confession? I still like it when I'm paging through an old comic and come across Johnny Storm in his red-and-yellow outfit, from the days when I was experimenting with a multi-hued F.F. But I suppose, in the long run, it was best that he and the others all returned to basic blue.

***MTU* #19:** Back in *Amazing Spider-Man* #103-104, Gil Kane and I had taken Peter, Gwen, J. Jonah Jameson, et al., down to the Savage Land at the South Pole for an adventure involving Ka-Zar and a monster. Len and Gil now did their own answer to that tale, and clearly enjoyed it just as much we had. Along the way, they made up Stegron the Dinosaur Man. How much fun should any two people have and still get paid for it?

***MTU* #20:** And, in the conclusion of this two-parter, Len, in concert with a third penciler—Sal Buscema—brought in the Black Panther, Marvel's *other* jungle jiver. You can't have too many dinosaur stampedes down Broadway, is what I always say.

***MTU* #21:** In this story Len wrote a sequel to a long-standing classic: the first-ever teaming of Spider-Man and Dr. Strange, in *Spider-Man Annual* #2, wherein they battled Xandu and the Wand of Watoomb. I know, because in 1992, Gerry Conway and I would get together to do a sequel to Len's sequel, the graphic novel *The Way to Dusty Death.* It's funny that all three of us wanted to combine precisely those four elements, since the only thing Spidey and Doc really have in common is…Steve Ditko, who co-created and drew both strips in the first half of the 1960s. That fact was more than enough for fans to clamor, into the 1990s, for Ditko to do his own second teaming of those two stalwarts. Unfortunately, he has never deigned to do so.

***MTU* #22:** As unlikely a combination as any in this volume is the teaming of Spidey with Hawkeye, the avenging archer. One more indication that the main appeal of *MTU* was simply seeing Spidey, the ultimate loner, working in tandem with virtually any hero in the Marvel stable. 'Course, that eventually begs the philosophical question: "How long can a super hero who's noted for being a loner team up with a different fellow super hero every month before he's no longer considered a loner?"

At least, by this intro's end, I can answer the question I posited up front—namely, how much did I really do as editor of eleven issues of *Marvel Team-Up* plus one issue of *Daredevil*?

The answer: not much!

Good thing I'd hired good writers like Len Wein and Gerry Conway, huh?

As for the artists—they'd all been in place already, hired by Stan Lee. But hey, I had the innate good sense not to let them get away.

The result was another year's worth of a hot-selling comic book titled *Marvel Team-Up.*

Collect 'em all.

**2012**

*In addition to having written for Marvel from 1965 to 1980 and again off and on from 1989 to the present, Roy Thomas held an editorial position at the company from '65 to '80, being its editor-in-chief from 1972-74. A late-'90s* Comics Buyer's Guide *poll named him the voters' 5th-favorite comics writer of the 20th century, and its 4th-favorite editor. Being the latter isn't all that hard, if you get the right help—and have the right lead-in from a guy named Lee.*

MARVEL TEAM-UP

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# MARVEL TEAM-UP™

FEATURING

# SPIDER-MAN™ AND THE WEREWOLF™

TWO OF MARVEL'S *MIGHTIEST* AND MOST *MYSTERIOUS*-- IN A BATTLE TO THE *DEATH!*

## WOLF AT LARGE-- SPIDER AT BAY!

# Stan Lee PRESENTS: SPIDEY AND THE WEREWOLF--TOGETHER!™

LEN WEIN SCRIPTER * ROSS ANDRU AND DON PERLIN ARTISTS * GERRY CONWAY PLOT * C. JETTER: LETTERER GLYNIS WEIN: COLORIST * ROY THOMAS EDITOR

## WOLF AT BAY

THE *MIST* ROLLING IN FROM THE *SAN FRANCISCO BAY* IS LACED THIS BALMY NIGHT WITH THE SHARP TANG OF *SEA-SALT*--THE SWEET SCENT OF TALL *PINE*--

--ODORS *UNFAMILIAR* TO ONE WHOSE NOSTRILS ARE ACCUSTOMED TO THE RATHER MORE *ACRID* ESSENCES OF THE CITY CALLED *NEW YORK*--

--BUT, TO THE WEB-SLINGING *SPIDER-MAN*, THESE ARE THE FRAGRANCES OF *DISTRACTION*--

--THE PERFUMES OF-- *ESCAPE!*

WHO *KNOWS*--? MAYBE COMIN' TO SAN FRANCISCO *WAS* A GOOD IDEA, AFTER ALL!

MAYBE *HERE* I CAN FINALLY GET MY MIND OFF *GWENDY* FOR A WHILE--

--AND FIND A MINUTE'S *PEACE!*

*MAYBE*, SPIDER-MAN-- BUT SOMEHOW WE *DOUBT* IT--

--ESPECIALLY IF *THIS* STRANGELY SHAGGY GENTLE-MAN HAS ANYTHING TO *SAY* ABOUT THE SITUATION!

15518

I HADDA GET **OUT** OF FUN CITY--OR GO **CRACKERS!**

I MEAN-- FIRST, THE GIRL I LOVE IS **MURDERED** BY THE **GREEN GOBLIN**--

--THEN GOBBIE **HIMSELF** GETS WASTED BY ONE OF HIS OWN **DEVICES**--

--AND ON **TOP** OF IT ALL, I GET HASSLED BY THAT **LUKE CAGE*** CHARACTER!

*AS RELATED IN SPIDEY'S **OWN** MAG, ISSUES #121-123 -- ROY.

IT WAS EITHER A **CHANGE** OF SCENE--

--OR AN EXTENDED STAY AT THE **LOONEY-TUNES FARM--!**

**HUH?** MY SPIDER-SENSE--TINGLING LIKE CRAZY--!

THERE'S SOMEONE **ELSE** UP HERE --**STALKING** ME--!

**RRRARGHH**

OH **NO**--IT'S **TOO LATE!**

I'VE ALREADY **CRACKED UP!**

**UUNNGG!** NOPE--THIS REFUGEE FROM A **LARRY TALBOT FILM FESTIVAL** IS **REAL,** ALL RIGHT--

--REAL ENOUGH TO KNOCK MY **WEB** FROM MY HAND-- AND **ME** FROM THE CABLE--

--WHICH WAS PRETTY **STUPID,** ALL THINGS CONSIDERED!

WELL, IF THIS **IS** A BAD DREAM, I SHOULD **WAKE UP** BEFORE I HIT THE **CONCRETE--!**

OF COURSE, IF IT'S **NOT** A BAD DREAM, I MAY **NEVER** WAKE UP AGAIN--

--BUT AT THIS PRECISE **MOMENT** IN MY EVER-LOVIN' LIFE--

--I'M NOT EVEN SURE I **CARE!**

A BAD DREAM-- THAT JUST ABOUT SUMS UP PETER PARKER'S WHOLE EXISTENCE!

EVEN A PAID VACATION TURNS INTO A DISASTER!

"PAID VACATION," DID I SAY? YEAH--SURE--BUT GETTIN' IT ALMOST COST MORE THAN IT WAS WORTH...

--MONEY! I TELL YOU, PARKER--THAT'S THE TROUBLE WITH THE WORLD TODAY--

--PEOPLE HAVE NO RESPECT FOR MONEY ANY MORE!

FIRST, THAT LUNATIC CAGE GIVES ME GRIEF-- NOW YOU!

EASY, MR. JAMESON-- I'M NOT LOOKING FOR A RAISE! I'M LOOKING FOR WORK!

NO JOKE! I'M JUST LOOKING FOR A PHOTO-ASSIGNMENT OUT-OF TOWN!

WORK? PARKER, IF THIS IS SOME KIND OF JOKE--

--SOMETHING TO TAKE ME AWAY FROM NEW YORK!

NOW HOLD ON, PARKER-- I KNOW WHY YOU WANT THIS--THE DEATH OF YOUR GIRL AND ALL--

--BUT THE DAILY BUGLE IS NOT A PUBLIC WELFARE SERVICE!

BUT, MR. JAMESON--

IF YOU HAD COME IN HERE WITH AN IDEA FOR SOMETHING NEWSWORTHY, I MIGHT HAVE CONSIDERED IT, BUT AS IT STANDS--

WHOA, JONAH! BEFORE YOU FINISH THAT SENTENCE--

--TAKE A LOOK AT THESE!

OLD WIRE PHOTOS OF DAREDEVIL-- AND THE BLACK WIDOW--

--AND THEY, J.J., ARE MOST DEFINITELY NEWS-WORTHY!

--AND **POPULAR** ENOUGH FOR US TO RUN A SPECIAL **SPREAD** ON THEM IN NEXT SUNDAY'S MAGAZINE SECTION--

--A SPREAD THAT'S GOING TO REQUIRE A BATCH OF **NEW PHOTOS** TO MAKE IT SING--!

SO--UNLESS YOU CAN THINK OF ANYONE MORE **QUALIFIED** THAN PETER TO **TAKE** THOSE PICTURES--?

ALL RIGHT, ROBERTSON-- YOU MADE YOUR **POINT**! PARKER HAS HIMSELF A **FREE RIDE**!

BUT IF HE COMES **BACK** HERE WITH ANYTHING LESS THAN **BRILLIANT**--!

DON'T **WORRY** ABOUT IT, MR. JAMESON--

WITH ANY **LUCK**, LITTLE PETER PARKER MIGHT **NOT** COME BACK FROM 'FRISCO AT **ALL**!

OF COURSE, I HADN'T EXACTLY **MEANT** THAT MAUDLIN THOUGHT TO WORK OUT QUITE **THIS** WAY--!

I'D RATHER DIG FOR **WORMS** IN THE **BIG APPLE**--

--THAN END UP **SMEARED** ACROSS THE **GOLDEN GATE BRIDGE**--

THWP

--BUT IF I CAN MANAGE TO **MANIPULATE** MY WEBBING AGAINST THE WINDTHRUST OF MY **FALL**--!

THWPP

**BINGO**! ONE INSTANT SPIDEY-**TRAMPOLINE**--

THWANGG

--GUARANTEED TO PUT A LITTLE **BOUNCE** IN YOUR LIFE--

--ASSUMING, THAT IS, I CAN CONVINCE *FUZZ-FACE* HERE TO BOUNCE *OUT* OF IT!

TONIGHT I'M IN *NO* MOOD TO TANGLE WITH SOME *SHAGGY DOG*--

--ESPECIALLY ONE WITH-- *HUH?*

A *CAR*-- MOVIN' LIKE ITS *TAIL* WAS ON *FIRE*--

--AND ITS IDIOT DRIVER HASN'T *SEEN* US!

*EEEEEEK!*

HARVEY--IN THE ROAD *AHEAD*--

--A-A *MONSTER!!*

I TAKE IT *BACK*-- THEY *SAW* US, ALL RIGHT!

I DIDN'T KNOW IT WAS POSSIBLE TO MAKE A *U-TURN* ON *ONE* WHEEL!

I TELL YOU, CLARA--THIS CITY IS GOING TO THE *DOGS!*

NO-- *NOT* DOGS-- *WOLVES!*

WELL, *ONE* WOLF, ANYWAY--

*RRAGH!*

--ONE VERY FRUSTRATED, VERY ANGRY *WEREWOLF!*

DON'T KNOW WHAT HAIRY *WANTS* WITH ME--

*SWWICT!*

*RRGGH!*

--BUT I GET THE DISTINCT IMPRESSION IT'S *NOT* TO SELL ME *LIFE INSURANCE!*

A CEMETERY PLOT-- *MAYBE*--

*ARRRNN!*

--BUT IN *THAT* CASE, HE'S TRYING THE *HARD SELL* ON THE *WRONG* GUY--

--'CAUSE I'VE SEEN *ENOUGH* OF CEMETERIES THESE PAST FEW DAYS--

--*MORE* THAN ENOUGH!

THUDD!

HE'S *DOWN*-- BUT I *DON'T* THINK HE'S *OUT!*

SOMETHING ABOUT THAT *LOOK* IN HIS BEADY EYES TELLS ME HE'S GOING TO--

RRAAA

--LEAP!

RRRARGGHH!

OH, WOW.

THE *MOMENTUM* OF HIS DIVE CARRIED HIM RIGHT OVER THE *RAILING*--!

AARRNN??

OUCH.

HE HIT THAT WATER LIKE A SACK OF HAIRY *BRICKS!*

SUPPOSE I *SHOULD* DO SOMETHING TO *HELP* HIM--

--BUT I DOUBT IF *ANYTHING* COULD SURVIVE *THAT* FALL!

RIPPLES: CONCENTRIC CIRCLES THAT CURL AWAY ACROSS THE CHILL BAY WATERS TOWARD OBLIVION--

--THESE ARE ALL THAT REMAIN TO MARK THE SPOT WHERE THE SHAGGY CREATURE PLUNGED BENEATH THE SURFACE--

--BUT STILL SPIDER-MAN SCANS THE PLACID WATERS MOST CAREFULLY--HIS SHARP EYES SEARCHING FOR A SUDDEN AGITATION--A BURSTING BUBBLE OF AIR--

--SOMETHING TO INDICATE HIS FURRY FOE STILL LIVES--

--AND PEERING EVER DOWNWARD, THE WEB-SLINGER OBVIOUSLY FAILS TO NOTICE THE INTRUSIVE SWIRL OF SMOKE THAT BLOSSOMS BEHIND HIM--

--- SMOKE THAT GRADUALLY TAKES ON THE CONTOURS OF A FACE--

--A FACE WHOSE DARKLING GAZE QUICKLY ASSESSES THE SITUATION--

--THEN TURNS ITS MOUSTACHIOED LIP DOWNWARD IN QUIET FRUSTRATION..

--BEFORE FADING ONCE MORE INTO DARKNESS AS SPIDER-MAN ABANDONS HIS VIGIL AT LAST--

--AND CONTINUES HIS INTERRUPTED JOURNEY TOWARD THE CITY BY THE BAY...

WELCOME TO SAN FRANCISCO, MR. PARKER.

YOU'VE BEEN HERE LESS THAN AN HOUR--AND ALREADY YOU'VE BEEN GREETED BY A FULL-FLEDGED WEREWOLF!

WISH THEY'D JUST SEND OVER THE WELCOME WAGON LIKE OTHER CITIES!

COME ON, SPIDEY--BE SERIOUS!

IF THAT REALLY WAS A WEREWOLF--WHERE DID IT COME FROM?

AND WHY WAS IT AFTER ME?

THOSE ARE DEFINITELY QUESTIONS TO BE ***CONJURED WITH***--

--BUT THEY CAN BE CONJURED WITH FAR MORE ***COMFORTABLY*** OVER A CUP OF ***HOT CHOCOLATE!***

IT'S ALL WELL AND GOOD FOR ***SPIDER-MAN*** TO SAVE CAB-FARE BY ***SWINGING*** FROM THE AIRPORT TO MID-TOWN--

--BUT I'VE GOT A MUCH BETTER ***CHANCE*** OF GETTING DECENT DINER SERVICE--

--AS ***PETER PARKER!***

...***CHEESEBURGER*** ON RYE--WELL DONE ON THE GRILL--AND A GLASS OF ***MILK!***

YES...SIR...

ARLENE

***WHEW***-- THIS WAITRESS IS THE ***ORIGINAL COLD FISH***--

--ALL THE PERSONALITY OF A ***STATUE***--

--WHICH, BY THE WAY, IS A PRETTY FAIR DESCRIPTION OF ***EVERYONE*** HEREABOUTS!

THERE'S NOT AN ***EMOTION***-FILLED FACE IN THE CROWD!

THEY'RE ALL ***BLANK-EYED***-- MOVING LIKE ***AUTOMATONS***--!

I'VE HEARD OF ***DULL*** LIFE-STYLES --BUT THIS IS ***ABSURD!***

WELL, I SUPPOSE IT COULDN'T HURT TO ***ASK*** SOMEBODY WHAT'S GOING ON AROUND HERE--!

EXCUSE ME, MISS-- BUT I WAS ***WONDER-ING***--

EEEEEE

HUH? WHAT'D I SAY?

UH OH--MAYBE I *DIDN'T* HAVE ANYTHING TO *DO* WITH IT!

RRARGH

EEEEEE

LOOKS LIKE MY FURRY PLAYMATE COULD MANAGE A FAIR *DOG PADDLE,* AFTER ALL!

*UUNNFF*--AND THAT'S NOT HIS *ONLY* CANINE TALENT--!

RARRG

HE MUST HAVE A NOSE LIKE A *BLOODHOUND* TO TRACK ME ALL THE WAY *HERE!*

THUDD!

BRRNNA

THIS PLACE IS DEFINITELY *ODD!*

SHAGGY IS TRYING TO CLAW ME TO BRIGHT RED *RIBBONS*--

--AND EVERYBODY *ELSE* IS GOING ON LIKE IT WAS *BUSINESS AS USUAL!*

IF THIS IS *USUAL* FOR A SAN FRANCISCO EVENING--

--I'M HEADING BACK TO *NEW YORK!*

HUMP!

*CRIPES!* FUZZ-FACE KNOCKED THE COFFEE CUP OUT OF THAT GUY'S HAND--

--AND THE MAN HASN'T EVEN *NOTICED* IT!

SOMETHING *STRANGE* IS COMING DOWN AROUND HERE--

--BUT I CAN WORRY ABOUT EXACTLY *WHAT* A LITTLE LATER--

--LIKE *AFTER* I'VE FINISHED OFF THIS HAIRY *HORROR*--

--*BEFORE* HE FINISHES *ME*--

--WHICH MIGHT *NOT* BE VERY *LONG* IF HE SINKS THOSE RAZOR *CLAWS* INTO MY FLESH--!

HRRAH

RRRARRCHH

I DON'T THINK I'M GONNA LET HIM *DO* THAT!

MIGHT AS WELL GET *RID* OF THE TATTERS OF MY *SHIRT*--

--NOT ENOUGH *LEFT* TO COVER MY *SPIDEY COSTUME* ANY--!

OOOPS-- THERE'S SOMETHING *FAMILIAR* ABOUT THAT *GLEAM* IN SHAGGY'S EYE--!

THWIPP

IF IT MEANS WHAT I *THINK* IT DOES--IT'S TIME I PUT MY EVER-LOVIN' *WEB* TO USE--

--AND GET *OUT* OF THE WAY BEFORE--!

I DIDN'T EVEN FALL FOR THAT STUNT *LAST* TIME!

HEY, THEY'RE *RIGHT*! YOU *CAN'T* TEACH AN OLD DOG *NEW* TRICKS!

WHRANG

LOOKS LIKE THE HEAVY **CAR DOOR** PUT SHAGGY OUT FOR THE **COUNT**--

--WHICH SHOULD GIVE ME PLENTY OF TIME TO **FINISH** PUTTING ON MY **SPIDEY** OUTFIT!

LUCKY THING NOBODY HAPPENED BY WHILE I WAS STILL **UNMASKED!**

NOT THAT ANYONE IN SAN FRANCISCO WOULD **RECOGNIZE** PASTY-FACED **PETER PARKER!**

IN FACT, I DOUBT IF ANYONE IN THIS CREW WOULD RECOGNIZE HIS OWN **REFLECTION**--!

THEY SEEM TO BE **ENTRANCED** --EVERY **ONE** OF 'EM--

--SHAMBLING OFF MINDLESSLY AS IF IN **ANSWER** TO SOME SILENT PIPER'S **CALL**--!

AND I THINK THIS LITTLE SPIDER OUGHT'A **FOLLOW** THEM--

--FIND OUT EXACTLY **WHERE** THEY'RE ALL GOING, AND **WHY**-- BEFORE--!

**HUH?** WHAT IN BLAZES IS HAPPENING TO **HIM?**

FUZZY-WUZZY DOESN'T SEEM TO BE QUITE SO ***FUZZY*** ANYMORE--

--AND HE'S GETTING ***LESS*** FUZZY BY THE SECOND!

HE'S ***CHANGING*** BENEATH THE RAYS OF THE RISING SUN--

--HIS FEATURES REMODELING--***RESHAP-ING*** THEMSELVES!

--BECOMING THE FEATURES OF-- A ***MAN!***

THOSE SLEEP-WALKERS CAN ***WAIT***-- 'CAUSE SOMETHING TELLS ME THE ***KEY*** TO THIS WHOLE MESS IS BUSY ***SNORING*** ON THE SIDEWALK!

AND WHEN THAT SIDEWALK SLUMBERER AT LAST ***AWAKENS..***

***WHA--?*** *SPIDER-MAN IN SAN FRANCISCO!?!*

WH-WHAT'S ***GOING ON*** AROUND HERE?

I WAS KINDA HOPIN' ***YOU*** COULD TELL ***ME,*** FRIEND!

***ME?*** WELL, I DON'T KNOW ***MUCH***---MY ***MEMORIES*** OF THE PAST FEW HOURS ARE ***BLURRED*** UNTIL I WOKE UP DOWN THERE--

--BUT I'LL ***TELL*** YOU WHAT I ***CAN!***

THEN HANG ON TO WHAT'S LEFT OF YOUR ***JEANS,*** FRIEND--

--WHILE I FIND US A ***PRIVATE PLACE*** TO TALK!

FIRST OFF, MY NAME'S NOT "FRIEND"--IT'S ***JACK****--AND MY USUAL STOMPING GROUND IS ***LOS ANGELES,*** NOT 'FRISCO!

MY SISTER, MY BEST FRIEND, AND I ARE ONLY UP HERE SO I CAN ***REST*** FROM THE EFFECTS OF THE LAST ***FULL MOON!***

***** JACK ***RUSSELL,*** TO BE EXACT--BUT THERE'S NO REASON FOR SPIDEY TO KNOW ***EVERYTHING.*** --ROY.

"WE WERE DRIVING ALONG MARKET STREET WHEN WE NOTICED THE ***MARQUEE***--A PROMO FOR ONE OF THOSE CHEAP TOP-HAT-AND-BUNNY-TYPE ACTS, I FIGURED--

"--BUT, SOMEHOW, WE FELT ***COMPELLED*** TO STOP IN ANYWAY--AND CHECK IT OUT!

LIVE TODAY
ON STAGE
OCCULT MAGIC

CR 1075

"THE MAGICIAN'S NAME WAS ***MOONDARK***-- AND HIS ***ACT*** WAS EVERYTHING I'D ***EXPECTED*** IT TO BE--

"--DULL--LIFELESS--PACKED WITH EVERY OVER-USED PIECE OF ***PRESTIDIGITATION*** YOU COULD IMAGINE!

"IT TOOK ME EXACTLY 23 SECONDS TO GET MY ***FILL*** OF MOONDARK'S ACT--23 SECONDS TO BECOME ***BORED*** TO THE POINT OF DISTRACTION--

"--BUT MY COMPANIONS, IT SEEMED, DIDN'T ***SHARE*** MY DISTASTE!

"THEY SAT THERE, TRANSFIXED, STARING UP AT THE STAGE LIKE MOONDARK WAS SOME SLEIGHT-OF-HAND ***SVENGALI***--

"--WHICH IS PRECISELY WHAT HE WAS--FOR, SUDDENLY, THE FEELING OVERPOWERED ***ME*** AS WELL AS I 'HEARD' THE STRANGE '***VOICE***'--

"--THE 'VOICE' THAT TOLD ME MOONDARK WAS THE ***MASTER*** OF MY FATE, THE ***RULER*** OF MY SOUL--

"FOR LESS THAN A SECOND, I LOOKED DEEP INTO HIS BLAZING AMBER ***EYES***--

"--THEN THE WORLD GREW DARK AND ***BLACK***!

"I AWOKE TO FIND MYSELF SPRAWLED IN MOONDARK'S *DRESSIN' ROOM....*

OHH--MY ACHIN' *HEAD*--!

SO, MY BOY--YOU FINALLY *AWAKEN*--!

*GOOD*-- FOR THERE IS *MUCH* WE HAVE TO *DO!*

*WE*--? WHAT'RE YOU *JABBERING* ABOUT, MOONDRAKE?

THE NAME IS MOON*DARK*, MY BOY--YOU'D DO WELL TO *REMEMBER* IT--

--FOR *SOON*--THANKS TO YOUR *PRESENCE* HERE--THE WHOLE WORLD SHALL *CHANGE* AT ITS MENTION!

NOW BE *SILENT*-- AND GAZE *AGAIN* INTO MY *EYES!* WE HAVE LITTLE TIME TO *WASTE!*

"HARD THO I TRIED TO *FIGHT* IT, I JUST COULDN'T *HELP* MYSELF!

"ONCE MORE I STARED INTO THE MAGICIAN'S *PIERCING* EYES--

"--AND, SLOWLY, I BEGAN TO *CHANGE!*

"YES, EVEN THO THE NEXT *FULL MOON* IS STILL SEVERAL WEEKS AWAY--

"--THE SEARING EYES OF *MOONDARK* BROUGHT OUT THE *BEAST* IN ME!

*AARRN??*

THERE--*THAT'S* BETTER!

NOW, MY SHAGGY ONE--YOUR *FIRST* TASK IS TO *DESTROY* THE COSTUMED INTERLOPER REVEALED IN MY MYSTIC *MISTS*--

--BEFORE HE CAN *INTERFERE* WITH MY PLANS!

"THAT SWIRLING SMOKE WAS *MORE* THAN A CONJURER'S *IMAGE*. IT WAS A *PORTAL*--A *WARP* OF SOME KIND--ENABLING ONE TO INSTANTLY *TRAVEL* GREAT DISTANCES.

"WITHOUT THE SLIGHTEST *HESITATION*, MY BESTIAL ALTER-EGO LEAPED INTO THE MISTS--AND WAS *GONE*--

--AND THE NEXT THING I *KNEW*, I WAS ON THE *GOLDEN GATE BRIDGE*--

FIGHTING WITH *ME*--PAL--BUT DON'T *WORRY* ABOUT IT!

THE BRUISES'LL *HEAL*.. ..*EVENTUALLY!*

--*FIGHTING* WITH--WITH--

..*SOMEONE!?*

RIGHT NOW, WE'D BETTER LOOK UP THAT *MAGICIAN* CHUM OF YOURS--

--BEFORE HE CASTS HIS *EVIL EYE* ON SOMEONE *ELSE!*

SEVERAL MINUTES (AND A FEW *MILES* OF WEBBING) LATER...

YOU *SURE* THIS IS THE PLACE, JACK?

ARE YOU *KIDDING*? I COULDN'T FORGET THIS THEATRE IF I *WANTED* TO!

I LEFT MY *SISTER* AND MY *BEST FRIEND* BACK HERE-- *REMEMBER*?

UH HUH. JUST HOLD YOUR *BREATH* A FEW SECONDS-- AND WE'LL SEE ABOUT GETTIN' 'EM *BACK!*

IF WE CAN SNEAK IN THE *BACK DOOR*, WE'LL--

*FIGURES!* THE STUPID DOOR IS *LOCKED!*

BUT IF ANYBODY THINKS A LITTLE ITEM LIKE *THAT* IS GONNA KEEP *ME* OUT--!

THOOM

BETTER WATCH YOUR *STEP*, PAL.

NO TELLING *WHAT* KIND'A SURPRISES "*MOON-SHINE*" COULD'VE SET UP FOR US DOWN HERE!

*YOU* GOT ANY IDEAS, JACK?

JACK?

OH, NO.

PLEASE, SPIDEY-SENSE --TELL ME WHAT I'M FEELING ISN'T *TRUE*--!

RRARRGH!

IT'S TRUE!

FRIEND JACK HAS GONE ALL HAIRY ON ME AGAIN, AND HE'S--

THUMP! THUD! THUMPETA!

WELL-- SO MUCH FOR MAKING MY ENTRANCE WITHOUT BEING HEARD!

A SPLENDID IDEA, SHAGGY ONE--BRINGING THE COSTUMED INTERLOPER HERE!

NOW I WILL HAVE THE PLEASURE OF WITNESSING HIS FRIGHTFUL DEMISE PERSONALLY!

UUNNFF! THE FRUIT-CAKE'S GOTTA BE MOONDARK--AND EVEN ODDS MAKES IT JACK'S SISTER AND BUDDY STANDING ON THE SIDELINES!

WHUMP!

DON'T KNOW HOW THE MAGICIAN GOT HIS POWER--OR WHAT HE'S PLANNING--

PAK!

--BUT I DO KNOW THIS--

THWACK!

WEREWOLF OR OTHERWISE, OL' JACK IS GETTIN' OFF OF ME--

--NOW!

RRARGHH!

DIDN'T *THINK* HE'D BE OVERLY FOND OF *THAT*--

--BUT THAT'S THE *BREAKS!*

FROM WHAT JACK *TOLD* ME, HIS *PRESENCE* IN 'FRISCO IS WHAT GIVES THE MAGICIAN HIS *POWER*--

GGNNARRG!

--SO THE SOONER I GET HIM *OUT* OF TOWN AND AWAY FROM MOONDARK--THE *BETTER!*

AAARRN!

AARRNN!

OF COURSE, CONVINCING JACK HIS VACATION IS *OVER* IS GONNA BE A BIT OF A *PROBLEM!*

BUT WHAT THE *HEY!* LITTLE OBSTACLES LIKE *THAT* ARE WHAT MAKE THE SUPER-HERO GAME *FUN!* RIGHT?

PARKER, YOU GOTTA BE *KIDDING!*

RRGGH!

YOU MAY HAVE *COME* TO SAN FRANCISCO TO *THWART* MY MASTER PLAN, COSTUMED ONE--

--BUT ALL YOU WILL *ACCOMPLISH* IS--- YOUR *DEATH!*

THIS MAY COME AS A JOLT TO YOUR *EGO,* CHUCKLES--

--BUT AN *HOUR* AGO I DIDN'T EVEN KNOW YOU *EXISTED*--

--AND COULDN'T HAVE CARED *LESS!*

*LIES --ALL LIES!*

BUT UNDER *MY* CONTROL, THE SHAGGY ONE SHALL SOON TEAR FROM YOU THE *TRUTH!*

*RRGGH!*

THEN SUPPOSE WE *REMOVE* YOUR CONTROL--

AN' SEE WHAT *HAPPENS!*

*NO,* YOU FOOL-- NOT INTO THE *MISTS OF PASSAGE--NOOOOO!*

OOOPS.

*AARNN!*

THE TWO STRANGE FIGURES *VANISH* INTO THE SWIFTLY SWIRLING MISTS THAT, SUDDENLY, INEXPLICABLY, START TO DWINDLE AND DIE--

--AS A *THIRD* STRANGE FIGURE, HEAD POUNDING, PULSE RACING, CRUMPLES TO ITS KNEES--

--TO ARISE MOMENTS LATER, NOT NEARLY SO *STRANGE* AT ALL.

*BUCK--LISSA--* YOU *ALL RIGHT?*

YEAH-- I *THINK* SO, JACK--!

MY HEAD-- ACHES!! WH-WHAT HAPPENED TO US, JACK?

THAT, DEAR SISTER, IS A LOOOOONG STORY--THAT BEGINS WITH MY UNNATURAL AFFINITY FOR CERTAIN THINGS--

--AND ENDS HERE!

RIGHT HERE!

I WONDER WHERE SPIDEY AND MOONDARK DISAPPEARED TO?

SHEESH! POOR OL' MOONDARK-- MISSED A HAND-HOLD BY THAT MUCH!

EVEN I CAN'T HANG AROUND CRYIN' OVER SPILT MAGICIANS!

STILL GOT ME A CAMERA AND SOME CLOTHES TO RECLAIM FROM A ROOFTOP BACK IN TOWN!

--AND I DOUBT HE HAS A WEREWOLF'S RESILIENCY TO THAT KIND OF FALL!

WELL, WITH MOONDARK GONE, HIS SUPERNATURAL HOLD ON THE PEOPLE OF 'FRISCO SHOULD CEASE!

GUESS NOBODY BUT ME WILL EVEN REMEMBER WHAT WENT ON TONIGHT!

CAN'T VERY WELL HANDLE THAT PHOTO-ASSIGNMENT AS SPIDER MAN NOW, CAN I?

WELL, YOU MIGHT JUST HAVE TO, WEB-SLINGER-- BUT WE'D BEST WAIT TILL THE PAGES OF DAREDEVIL #103 TO FIND OUT FOR SURE. (END OF UNABASHED PLUG!)

NEXT CAPTAIN AMERICA!

DAREDEVIL

MARVEL COMICS GROUP™

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# DAREDEVIL® AND THE BLACK WIDOW™

FACE IT HORNHEAD--

SPIDER-MAN CAN'T HELP YOU-- AND NEITHER CAN THE WIDOW!

AIN'T ENOUGH SUPERHEROES IN THE WORLD TO BEAT UP ON RAMROD!

# Stan Lee PRESENTS: DAREDEVIL, THE MAN WITHOUT FEAR!™

STEVE GERBER *STORY* • DON HECK *ART* • SAL TRAPANI *INKING* • ARTIE SIMEK, *LETTERING* G. ROUSSOS, *COLORING* • ROY THOMAS *EDITOR*

SUMMER IN SAN FRANCISCO: A SOFT BAY BREEZE GENTLY BRUSHES THE FACES OF **DAREDEVIL** AND THE **BLACK WIDOW**, AS THEY RETURN TO HER NORTH SHORE **MANSION.**

HOWEVER, IT'S **NOT** THE SOOTHING **WIND** THAT STRANGELY RUSTLES THE BRANCHES ABOVE THEM.

RATHER, IT IS THE RESTLESS FORM OF-- **SPIDER-MAN!!**

WHAT **BUSINESS** HAS HE WITH OUR SIGHTLESS HERO AND HIS BEAUTIFUL COMRADE? PATIENCE. WE'LL SOON LEARN WHY **HE** CAME--**AND** WHY...

# ...THEN CAME RAMROD!

15122

BUT FIRST, LET'S FOCUS ON THE STARS OF OUR LITTLE SAGA--!

HONEST, TASHA--THAT'S ALL I KNOW ABOUT THE PAPERS IN THIS BOX!

THAT THEY CONCERN THE CITY'S BIGGEST RACKET BOSS--?

--A MAN WHO'S UP TO HIS EYEBROWS IN EVERY-THING FROM HEROIN TO BLACK-MARKET GEMS--?

AND THAT THEY WERE ALMOST STOLEN FROM THE ROLLING STONE OFFICES.*

*SEE DD/BW #100. --R.T.

SO THE EDITOR WANTS YOU TO HOLD THEM FOR SAFEKEEPING--

--UNTIL THEY'RE READY TO PUBLISH THEIR EXPOSÉ.

BUT WHY WON'T HE TELL YOU THE MAN'S NAME?

AH! THEY'VE GONE INSIDE! I'LL GIVE 'EM A SEC TO GET SETTLED--!

HE CAN'T JUST YET--FOR LEGAL REASONS.

BUT I KNOW THESE PEOPLE--AND I TRUST THEM. OKAY?

BE RIGHT BACK--I WANT TO LOCK THESE AWAY.

BLAST! I'M CURIOUS TOO--!

THIS IS ONE OF THOSE TIMES I'D GLADLY EXCHANGE MY RADAR SENSE FOR X-RAY VISION.

OKAY, LOVEBIRDS--TIME'S UP! READY OR NOT, COMPANY'S COMING!

HMMM...EITHER I'M LOSING MY CAREFULLY CULTIVATED SENSE OF HUMOR--

--OR THE JOKES JUST AREN'T AS FUNNY SINCE GWENDY DIED.

'COURSE, BEING AROUND HERE DOESN'T EXACTLY HELP MATTERS:

I ENVY DD TOO MUCH. TALK ABOUT THE HERO WHO HAS EVERYTHING--!

NO MONEY WORRIES--NO HASSLES WITH HIS ROOMMATE--!

AND MOST OF ALL--

--A WOMAN WHO CAN SHARE HIS KIND OF LIFE.

AW, PARKER, COME OFF IT!

THE SELF-PITY ROUTINE WENT OUT WITH D.A. HAIRCUTS!

BESIDES--JAMESON SENT YOU OUT HERE TO INTERVIEW DD--NOT SPEW SOAPSUDS ALL OVER HIS CARPET.*

ERGO--EXIT ONE WALL-CRAWLER--

--AND ENTER CRUSADING JOURNALIST PETER PARKER.

I WONDER WHAT JOLLY OL' JONAH WOULD SAY--

--IF HE KNEW HE'D SENT SPIDEY TO INTERVIEW DAREDEVIL!

*WHICH YOU'D HAVE KNOWN, HAD YOU READ MARVEL TEAM-UP #12. --ROY.

NOW THAT *IS* FUNN--!-UH-OH- EH, *HI* THERE!

*HEY!* WHAT'RE YOU DOIN' SNOOPIN'--? OH--A *CAMERA!*

ANOTHER CRUMMY *TOURIST.*

*CRUMMY,* MAYBE-- BUT NO TOURIST.

I'M THE *OTHER* CLICHÉ-- A NOSY REPORTER.

DON'T GIMME THAT--YOU'RE JUST A *KID!*

A KID WITH A *PRESS CARD*-- NEW YORK DAILY BUGLE.

AN' I GUESS YA WANNA TALK TO 'TASHA-- AS *USUAL.*

YOU OUGHTTA WRITE ABOUT *ME!* NO FLASHY COSTUME--NO CORNY *NAME*--

--JUST RAW GUTS AN' HUMAN *DRAMA!*

SOUNDS *GOOD,* PAL--BUT RIGHT NOW MY ASSIGN-MENT'S DD AND THE WIDOW.

KNOW WHERE I CAN *FIND* THEM?

YEAH-- JUST GO RAP ON THE FRONT DOOR.

BUT I *STILL* THINK YOU'RE MAKIN' A MISTAKE.

I COULD TELL YOU SOME *STORIES...!*

I'LL BET HE *COULD.* IN FACT, I--

*WAIT--* WHAT'S THAT ODD SENSATION?

WEIRD... IT'S LIKE MY SPIDER-SENSE *WANTS* TO TINGLE-- BUT WON'T *COMMIT* ITSELF!

BUT WHAT DANGER COULD THERE BE *HERE?*

YES...MAY I *HELP* YOU?

IF YOU'RE THE *BLACK WIDOW* YOU CAN. I'M PETER PARKER--

--AN' I *SAW* DAREDEVIL COME *SWINGIN'* THIS WAY!

ALL LOCKED AWAY-- SAFE AND *COZY.*

*OH!* WHO'S OU-ER, *YOUR GUEST?*

I WAS JUST GETTING READY TO *FIND OUT.*

*AND WHEN PETE HAS EXPLAINED--*

NO, NO TROUBLE AT *ALL.* I'M GETTING *USED* TO THIS SORT OF THING.*

*SEE *DD/BW* #100. --R.

THAT "CAGE LIFT" IS *UNREAL.* IS ALL THIS *YOURS?*

ONLY FOR A FEW *MONTHS.* NATASHA *RENTED* IT--

--WITH THE *LAST* OF HER INHERITANCE.

LET'S GO UP TO THE *LIBRARY.* WE'LL BE MORE COMFORT-ABLE THERE.

IN *THIS* PLACE IT'S PROBABLY COMFORTABLE UNDER THE *SOFA!*

*SUDDENLY--!*

*YIPES!* MY SPIDER-SENSE IS TINGLING LIKE *MAD!* BUT--*WHY?*

SOMETHING *WRONG,* MR. PARKER?

HUH--? OH, NO--NO, JUST A TWINGE FROM MY *ULCER.*

HERE'S THE LIBRARY. THERE ARE *SEVERAL* RARE EDITIONS ON THOSE SHELVES.

YOU MUST GET A LOT OF *THINKING* DONE HERE. IT'S SUCH A *PEACEFUL* PLACE.

*LESS* PROPHETIC WORDS WERE NE'ER *SPOKEN.*

*FOR,* ONE HEARTBEAT *LATER,* THE SOUTH *WALL* IS *SHATTERED* BY--

WABOOM!!!

*HA!* YOU THINK *THAT'S* GONNA HURT--

--THE *RAMROD!?*

THE *PAPERS,* CREEP! FORK 'EM OVER--OR *DIE!*

*BLAST!* I'M ON THE WRONG *FLOOR!*

THE PAPERS ARE IN THE ROOM *BELOW!*

BUT THAT DON'T STOP *ME!* WALLS--DOORS--*NOTHIN'* STOPS ME!

SECONDS LATER--ONE FLOOR BELOW--"WABOOM" AGAIN!

DON'T SEE 'EM--HE MUSTA HIDDEN 'EM.!

YEAH-- IN A SAFE--.!

BEHIND THIS HERE PICTURE!

YEP! THERE THEY ARE! THE BOSS WAS RIGHT AS RAIN--!

A JOB LIKE THIS IS A CINCH-- FOR A MAN WHO CAN GO ANYWHERE!

INCREDIBLE! IN TWO MINUTES, HE'S WRECKED HALF THE HOUSE!

AND HE SEEMED TO KNOW WHERE THOSE PAPERS WERE!

WE'VE GOT TO RETRIEVE THEM! HURRY!

RAMROD'S STILL *DOWN* THERE-- ALMOST AS IF--

--HE'S *WAITING* FOR THEM!

GLAD YOU STAYED FOR *ROUND TWO,* HANDSOME! I--

-uungh- LIKE-- HITTING A-- STONE--*WALL*--!

NOT STONE, DAREDEVIL-- *STEEL!* I'M A MAN OF *STEEL,* JUST LIKE IN THE FUNNIES!

THAT'S *WHY* I HUNG AROUND--

--SO YOU'D *SEE* NOBODY CAN STOP ME!

EVEN SO, I HOPE YOU WON'T MIND MY *TRYING!*

NAW, LADY, *I* DON'T MIND...

...IF *YOU* DON'T.

THE BOSS *TOLD* ME YOU COSTUMED KOOKS NEVER *LEARN!*

THAT MAKES *TWICE* HE WAS RIGHT!

SO MAYBE I'LL SEE YOU *AGAIN--*

*--IF* YOU CAN *CATCH ME!* SO LONG... *"HEROES"!*

OH, WELL... IT MADE GOOD *PICTURES,* ANYWAY.

ARE YOU *ALL RIGHT,* MS. ROMANOFF?

JUST SHAKEN-- I'LL BE *FINE.*

WHAT *HAPPENED?* WHERE'D HE *GO?*

I--I'M NOT SURE. I DIDN'T *SEE.*

WELL, I *DID.* HE *LEAPED* OVER YOUR SIX-FOOT *FENCE.*

*NOW* WHAT DO WE DO?

*YOU* STAY HERE--AND *WE* GO AFTER HIM LIKE *GOOD* LITTLE SUPERHEROES.

AND PRAY WE CAN *BEAT* HIM BEFORE HE TEARS US LIMB FROM LIMB.

IT'S NO GOOD... THEY'LL NEVER BE ABLE TO TAKE HIM *ALONE.*

SO *I'LL* JUST SEE TO IT THEY DON'T *HAVE* TO.

BESIDES--IF I DON'T GET THAT *INTERVIEW,* JAMESON WILL MAKE ME *PAY* FOR THIS TRIP!

SO HANG ON, SAN FRAN-- *HERE COMES SPIDEY!*

AND, MILES AWAY, THE MASSIVE FORM OF THE RAMROD **ROCKS** WITH LAUGHTER--!

THEY NEVER FIGURED I COULD JUMP **THIS** HIGH!

**HA!** LOOK AT 'EM **GO!**

AND TA THINK A **WEEK** AGO I WAS **NOTHIN'!**

A **FOREMAN** ON A LOUSY OFF-SHORE **OIL RIG!**

"BUT EVEN **THERE,** I WAS THE **RAMROD!**

"I GAVE THE ORDERS-- PUSHED THEM GUYS HARDER'N ANY OTHER MAN WOULD'A **DARED--**

"TILL MY LITTLE **ACCIDENT.**

**RAMROD! LOOK OUT!**

"AN OIL DRUM-- **FULL**--GOT LOOSE ON ME.

"ROLLED OVER ME **ONCE**-- THEN RIGHT **BACK** AGAIN!

HOW **IS** HE, JOE?

**ALIVE**-- THAT'S ABOUT IT.

"YEAH, I WAS **WRECKED,** ALL RIGHT--WORSE THAN I **KNEW.**

"BUT ONCE I GOT TO A **HOSPITAL,** I FOUND OUT:

I'VE NEVER SEEN ANYTHING **LIKE** IT.

EVERY BONE IN HIS BODY-- **CRUSHED!** POOR MAN--

HE'LL **LIVE,** BUT HE'LL NEVER MOVE AGAIN.

"AN' I **PASSED OUT** TO THEM SWEET WORDS!

"WHEN I CAME TO, I WASN'T IN NO **HOSPITAL.**

"PLACE LOOKED MORE LIKE A BLASTED **SPACESHIP!**

"THEN I SAW **MYSELF!** AN' FOR THE FIRST TIME IN MY LIFE, I WAS **SCARED!**

I DUNNO HOW I **GOT** HERE-- AN' I DON'T **CARE!**

I'M BUSTIN' OUT-- **NOW!**

"BUT I RIPPED THE STEEL HANDLE RIGHT OFF THE **DOOR!**

**ENOUGH,** RAMROD. TURN AND FACE US.

**WE** HAVE MADE YOU AS YOU ARE.

A MAN OF FLESH AND BLOOD--AND **METAL.**

YOUR **BONES** HAVE BEEN **REPLACED**-- WITH BANDS OF **STEEL.**

YOU MADE ME A **ROBOT.?!**

NOT A ROBOT-- A **CYBORG**-- ONLY **PART** MACHINE.

ONLY YOUR SKELETAL STRUCTURE HAS BEEN ALTERED. ALL ELSE IS **HUMAN.**

YOUR STRENGTH HAS BEEN INCREASED **TENFOLD.**

AND YOU MOVE AND THINK AS **BEFORE.**

YEAH-- IT AINT **BAD.**

BUT NOBODY DOES SOMETHIN' FOR **NOTHIN'!**

WHADDA **YOU** GET OUTTA THIS.?

WHY--**I** MERELY ASK THAT YOU **KILL** A MAN--**DAREDEVIL!**

WHA--?! **MURDER.?**

YOU GOTTA BE OFF YER--*HEY!* WHAT'S KEEPIN' ME *BACK?*

SOME KIND OF INVISIBLE *WALL!* WHAT *IS* THIS? WHO *ARE YOU?*

MY *NAME* IS UNIMPORTANT. WHAT MATTERS IS YOUR *MISSION.*

A MISSION YOU *WILL* UNDERTAKE --OR *DIE.*

WE'VE INJECTED YOU WITH A DEADLY *CHEMICAL.* YOU GET THE *ANTIDOTE--*

--ONLY WHEN YOU AGREE TO *COOPERATE!*

SO, I *AGREED.* AN' HERE I AM COOPERATIN'!

FIRST, I GOTTA GET THESE *PAPERS* TO THE BOSS--

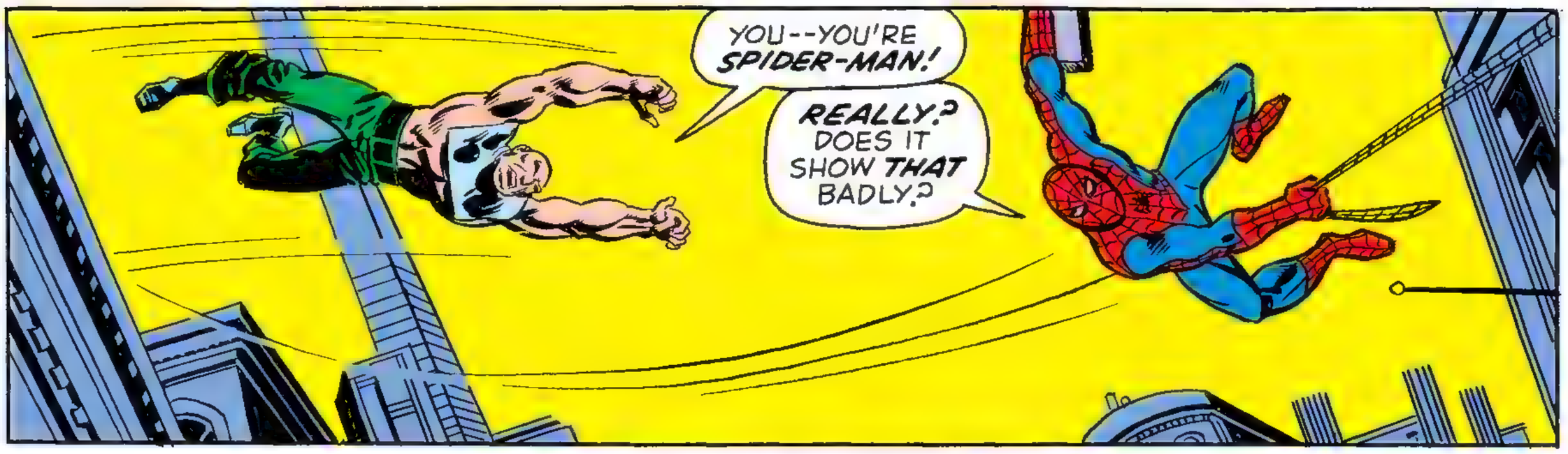
--THEN, I GO AFTER DD *HIMSELF!*

I DUNNO WHAT THESE *ARE,* BUT-- *HUH--?!*

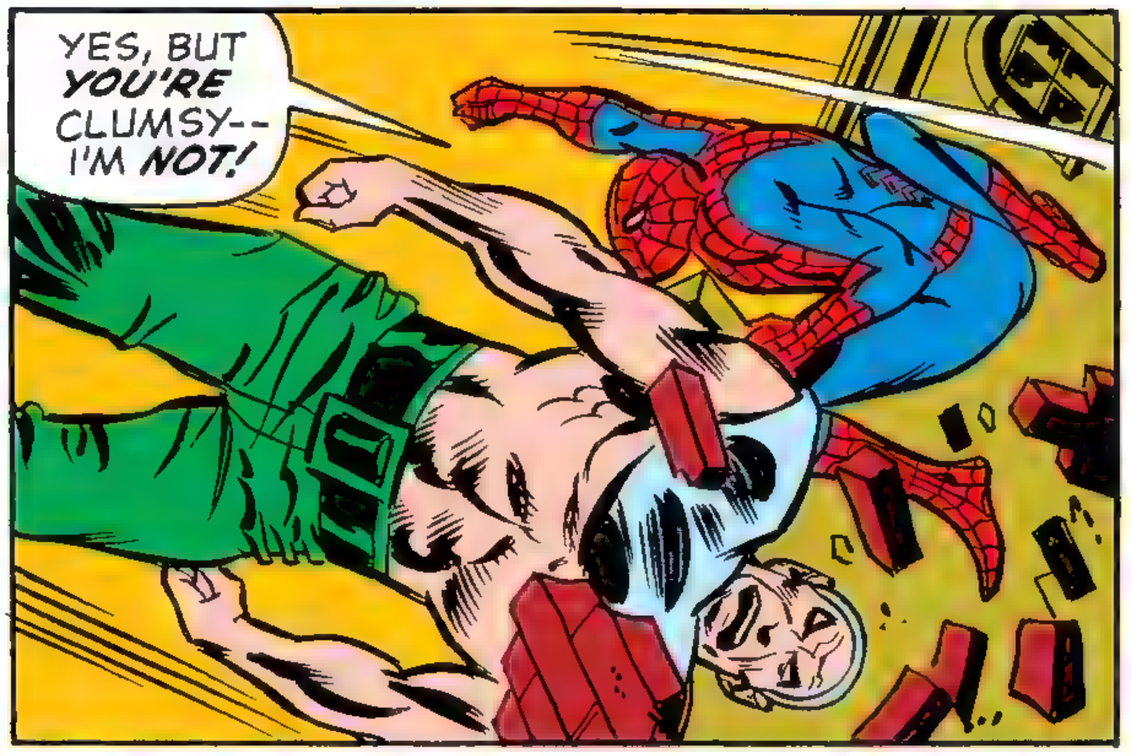
DO YOU *ALWAYS* TALK TO YOURSELF THIS WAY, RAMMY?

THAT WAS A RHETORICAL QUESTION, BY THE WAY. NO NEED TO *ANSWER.*

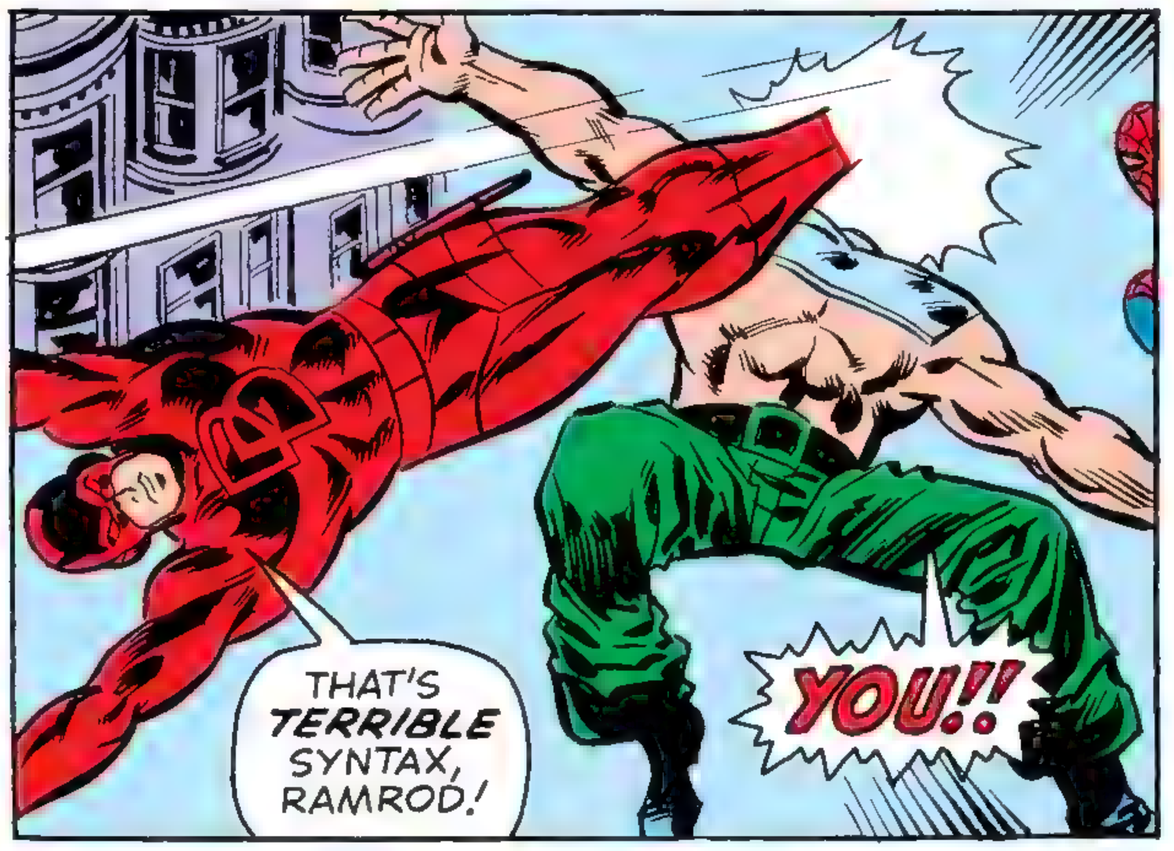
CATCH YOU *LATER,* PAL!

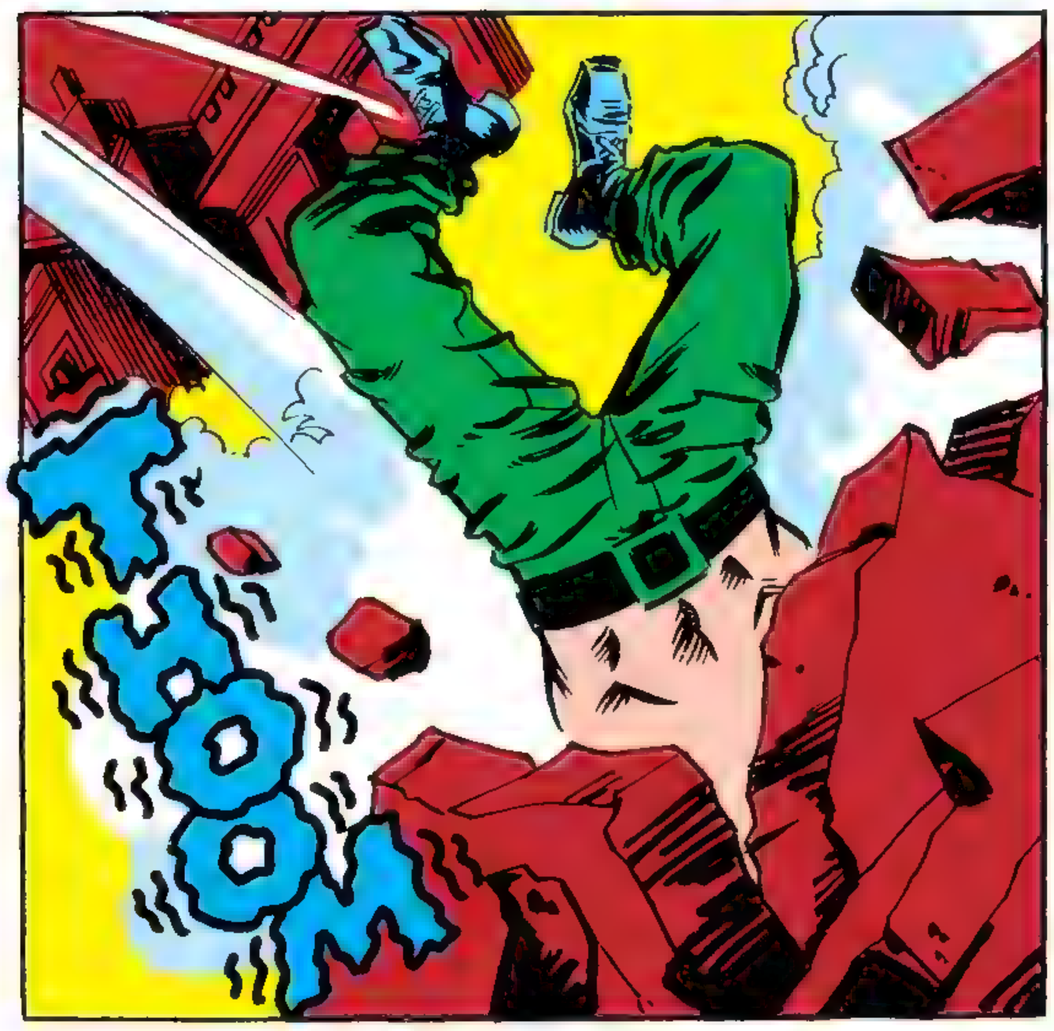

YOU--YOU'RE SPIDER-MAN!
REALLY? DOES IT SHOW THAT BADLY?

THINK YOU'RE FUNNY, HUH? WELL, WE'LL SEE, BUSTER!
I CAN GO ANYWHERE YOU CAN-- LIKE THIS!


YES, BUT YOU'RE CLUMSY-- I'M NOT!

BUT I CAN CRUSH YOU --AN YOU CAN'T!


THAT'S TERRIBLE SYNTAX, RAMROD!
YOU!!


THOOM

OKAY, YOU CLOWNS, THAT DOES IT!
BOSS OR NO BOSS--
I'M GONNA KILL ALL OF YA!!

YOU *HEAR* ME? I'M *COMIN'* FOR YA!

LOOK, SPIDER-MAN, I DON'T KNOW HOW *YOU* GOT INVOLVED IN ALL THIS--

--BUT TAKE THAT *BOX* AND *SPLIT!*

*HURRY--* WE'LL HOLD HIM OFF!

ARE YOU *SURE?* I--

*WAIT!* THE *PAPERS!* GOTTA GET 'EM!

I *CAN'T* LOSE THOSE!

OKAY, I'M SOLD! THAT'S MY *CUE!*

STAY WELL AND *HAPPY,* FOLKS!

HE *WON'T* GET AWAY! HE *CAN'T!*

ARE YOU PREPARED TO *PROVE* THAT?

LADY, I'LL-- *OUCH!!*

THAT ACTUALLY *HURT* HIM!

HIS *FACE* MUST BE HIS VULNERABLE SPOT! KEEP *ON* HIM!

GOT ME *ALL* FIGURED OUT, HUH, BRIGHT BOY?

WELL, SO *WHAT?*

I CAN *STILL* SMASH YOU LIKE A FLEA!

AH, BUT *FIRST* YOU HAVE TO *CATCH* ME!

*TASHA!* STING 'EM AGAIN!

FOR HERE OR TO *GO*, DD?

SAY--I THINK WE'RE *GETTING* TO HIM!

WE'VE STAGGERED HIM! *DON'T* LET UP!

WHO--*ME?* I'M MOVING *IN!*

DON'T MAKE BOOK ON IT, SISTER!

THWAK!

IT WAS A *RUSE--!* OOOOOH...

EASY, RAMROD, *EASY...!*

*STOP* RIGHT THERE! ONE MORE STEP AN' DOWN SHE *GOES.*

OKAY--NO CLOSER. BUT *THINK,* MAN! HOW CAN A BOX OF *PAPERS* BE WORTH A HUMAN *LIFE?*

THE *PAPERS!* YOU MADE ME *FORGET* 'EM AGAIN!

BARELY A MICROSECOND PASSES BETWEEN THE TIME RAMROD RELEASES HIS GRIP ON THE WIDOW--AND THE INSTANT IN WHICH THE MAN WITHOUT FEAR DIVES HEADLONG AFTER HER!

FOR SO ACUTE IS DD's HEARING THAT HE COULD DETECT THE SOUND OF NATASHA'S VINYL COSTUME SLIPPING DOWN ACROSS RAMROD'S SWEATY PALM--

--ENABLING HIM TO EXECUTE A RESCUE--

--OTHER HEROES CAN ONLY DREAM ABOUT!

WHILE, SEVERAL BLOCKS AWAY--

CHUCKLES, YOU'RE HARDER TO LOSE THAN A COLD!

BUT I THINK I MAY'VE JUST FOUND THE REMEDY!

GIVE IT UP, MASKED MAN! YOU CAN'T LOSE ME!

SEE, THE BOSS TRIED TA STEAL THEM PAPERS ONCE BEFORE--

THEN THIS MAKES TWICE HE'S BLOWN IT?

THAT'S WHAT YOU THINK! HIS GANG COATED 'EM WITH A SPECIAL RADIOACTIVE CHEMICAL!

AN' HE PUT A *THING* IN MY HEAD THAT *LEADS* ME TO 'EM-- *ANYWHERE!*

*NOW* YOU TELL ME!

STILL, THAT DOESN'T MEAN YOU CAN *FOLLOW--*

--OBOY.

SO YOU CAN LEAP TALL BUILDINGS, *TOO*, HUH?

AN' THAT AINT *NUTHIN'*, CREEP!

I CAN CLIMB RIGHT *AFTER* YA--DIGGIN' MY *OWN* HAND-HOLDS!

SOON YA WON'T HAVE NO PLACE LEFT TO *RUN!*

THEN I'LL GET WHAT *I* WANT--

--AN' YOU'LL *DIE!!*

MISTER, I'VE HAD MY *FILL* OF DEATH FOR A WHILE.

I LOST A *WOMAN* TO AN UGLY BRUTE LIKE YOU.

*UGLY*, HUH? NOTHIN'S AS UGLY AS A DEAD *SPIDER!*

FELLA, IF YOU *BELIEVE* THAT, YOU HAVEN'T LOOKED AT YOUR *SOUL* LATELY!

AWRIGHT, WALL-CRAWLER--THIS IS *IT!* IF THESE FINGERS CAN DIG INTA *CONCRETE*--

--THINK WHAT THEY'LL DO TA YOUR *FACE!*

SORRY--MY IMAGINATION ISN'T THAT *MORBID.*

*UNNGH*

AND BESIDES, I THINK IT'S TIME FOR AN *END* TO HOSTILITIES.

NOT A *TRUCE,* PERISH FORBID--!

--BUT I'M GONNA PUT YOU *AWAY,* RAMMY!

*HAW!* YOU-- *ALONE--?* NOT A CHANCE!

AH, BUT HE'S *NOT* ALONE. HE HAS *FRIENDS*-- IN HIGH PLACES!

*DAREDEVIL!!*

*AND* THE BLACK WIDOW, RAMROD!

THE *DAME*-- *ALIVE!!* IT *CAN'T* BE!

I--I *FAILED!* THE BOSS'LL *KILL* ME!

WHAT'S YOUR *SECRET,* LADY?

AS SOON AS HE *SAW* YOU HE CAME *UNGLUED!*

SHAKEN BY THE WIDOW'S UNEXPECTED REAPPEARANCE, THE RAMROD HESITATES-- LOSES HIS GRIP--!

AND THE RESULT--FOR HIM, AT ANY RATE--IS DISASTER--

AW, NO! NO!! NOOOOOOO

--ALL THE WAY TO THE GROUND.

I BELIEVE THESE ARE YOURS, DD?

THAT FALL OUGHTTA KEEP RAMMY OUT OF THE PICTURE TILL THE COPS MAKE THE SCENE!

WHUNK!

AND TAKE MY ADVICE! GET YOURSELF SOME EASIER BADDIES TO TACKLE--

--LIKE DR. DOOM!

HUH--? SURE... THANKS, FELLA.

IT'S WEIRD--HE POPS UP OUT OF NOWHERE-- HELPS US--

--THEN JUST SWINGS OFF INTO THE SUNSET!

MAYBE HE'LL EXPLAIN SOME OTHER TI--OH! LOOK!

HEY, YOU TWO!

NOW CAN WE DO THAT INTER-VIEW?

I MEAN, I KNOW I'M IMPOSING-- BUT YOU WOULDN'T BELIEVE--

--WHAT I'VE GONE THRU FOR THIS....!

NEXT: THE INCOMPARABLE MENACE OF THE MAN CALLED--KRAVEN THE HUNTER!

MARVEL TEAM-UP

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# MARVEL TEAM-UP™

FEATURING

# SPIDER-MAN™ AND CAPTAIN AMERICA™

FIRE! FIRE! THEY MUST BE DESTROYED!

SO SPEAKS THE GREY GARGOYLE!

TWO OF MARVEL'S MIGHTIEST HEROES IN NON-STOP ACTION --TOGETHER!

# Stan Lee presents: SPIDEY and CAPTAIN AMERICA -- TOGETHER!™

SCRIPT BY: LEN WEIN | ART BY: GIL KANE & F. GIACOIA | LETTERED BY: JUNE BRAVERMAN | COLORIST: GLYNIS WEIN | EDITOR: ROY THOMAS

## THE GRANITE SKY!

THEY ARE **NO** COMFORT : THE **WAVES** LAPPING GENTLY AGAINST ROTTING WOODEN PILINGS ; THE BRISK **BREEZE** BLOWING CRACKER-CRISP THROUGH TOSSLED BROWN HAIR ; THE PLAINTIVE **WAIL** OF RUSTY TANKERS RETURNING ONCE MORE TO THE CLAMMY EMBRACE OF THE SEA...

NO, THE THINGS THAT LURED A PENSIVE **PETER PARKER** TO A DEW-WET EAST WHARF THIS NIGHT ARE REALLY NO **COMFORT** AT ALL--

-- FOR THEY HAVE DONE **NOTHING** TO ALLEVIATE HIS DAYS-LONG **DEPRESSION**--

-- NOTHING TO **FREE** HIM FROM THE GAUDILY-GARBED **SPECTER** THAT HAUNTS HIS EVERY WAKING HOUR --

--THE SPECTER OF HIS OWN **ALTER-EGO!**

I THOUGHT THE TRIP TO **SAN FRANCISCO** WOULD HELP ME GET MY MIND OFF **GWEN** -- BUT NO SUCH **LUCK!** *

NOTHING CAN MAKE ME **FORGET** THAT THE GIRL I LOVED IS **DEAD** --

--AND THAT SPIDER-MAN **KILLED** HER!

ELIN

1603 2

*AS CHRONICLED IN **TEAM-UP** #12 AND **DAREDEVIL** #103--RT.

OH, I MAY NOT HAVE ACTUALLY **DONE** THE DEED --

-- BUT IF I WASN'T **SPIDEY**, THE GREEN GOBLIN WOULD **NEVER** HAVE --

'ERE NOW, LADDY -- THINGS CAN'T BE AS BLACK AS ALL **THAT!**

**HUH?**

AND EXACTLY WHAT WOULD **YOU** KNOW ABOUT IT, MR....?

THE HANDLE'S **NATHANIEL**, ME BUCK* -- AND I KNOW **MORE** THAN YE'D BE **THINKIN'!**

AYE, LAD -- OL' NATHANIEL'S NOT **BLIND** NOW! I CAN SEE THE **SORROW** IN YER EYES --!

FACT IS -- I'VE KNOWED IT ONCE OR TWICE **MESELF!**

*ANYONE HERE REMEMBER OL' NAT FROM **TEAM-UP** #2? -- R.T.

YE CAN'T LET IT **GET** TO YE, LAD --!

YE GOTTA STAND UP AN' **FACE** YER HURT --

-- 'FORE IT GETS **HEAVY** ENOUGH TO PULL YE DOWN LIKE A RUDDY **ANCHOR!**

YE GOTTA **BUCK UP**, MATE --

-- TAKE THE BULL BY THE **HORNS**, SO TO SPEAK --!

JUST WHAT I **NEEDED** -- A BESOTTED **PHILOSOPHER!**

THIS GUY'S GONNA KEEP **JAWWING** TILL HE **COLLAPSES** --

-- AND TONIGHT I JUST HAVEN'T GOT THE PATIENCE TO **WAIT!**

AYE, LADDY -- THE BEST THING FER YE TO DO IS **STAND UP** TO YER SORROWS LIKE A **MAN!**

D'YE **KNOW** WHAT I'M **SAYIN'**, LADDY?

LADDY?

GONE--LIKE A BLOOMIN' WILL O' THE WISP!

I DUNNO WHY--BUT THE STRANGEST THINGS KEEP TO HAPPENING ON THIS BLINKIN' DOCK!

AND THEY'RE ABOUT TO BECOME A GREAT DEAL STRANGER--

--FOR, AS THE SODDEN SAILOR TURNS TO STAGGER BACK TO A NEARBY TAVERN--

--A GREAT FLAMING MASS PLUNGES OUT FROM THE BENIGHTED SKY...

SAINTS BE PRAISED--

A BLESSED FALLIN' STAR, IT WAS--

FELL INTO THE RIVER--AN' DISAPPEARED WITHOUT A TRACE--

--'FORE I COULD EVEN MAKE ME A WISH ON HER!

DISAPPEARED? PERHAPS, NATHANIEL--BUT NOT WITHOUT A TRACE--

--FOR, EVEN NOW, THE SPOT WHERE THE SKY-STONE SANK FROM SIGHT BEGINS TO BUBBLE AND FROTH--

--UNTIL A SHADOWY HUMANOID FIGURE ERUPTS FROM THE CHURNING WATERS--

--AND CASTS ITSELF DETERMINEDLY TOWARDS SHORE...

AH, THERE YE ARE, LADDY-BUCK!

I KNOWED YE COULDN'T HAVE RUN OUT ON OL' NATHANIEL--!

COME--GIVE ME YER HAND--AND I'LL FISH YE OUTTA THE DRINK!

DID YE SEE THE FALLIN' STAR NOW, LADDY? A LOVELY SIGHT IT WAS--!

EASY NOW... CATCH HOLD OF ME HAND AN'--

THE HANDS TOUCH--

--AND FOR A SPLIT-INSTANT, THE AIR SEEMS FAIRLY TO CRACKLE--

--AND AN OLD TAR NAMED **NATHANIEL** SUDDENLY FINDS HIMSELF INFINITELY **STIFFER** THAN EVER HE'D BEEN BEFORE--

--WHICH, TO THOSE **WELL-VERSED** IN SUCH MATTERS, CAN INDICATE ONLY **ONE** THING --

--THE **GRAY GARGOYLE** IS BACK IN TOWN!

HA HA HA HA HA HA

NO STANDING
6AM TO 9AM
MON THRU FRI

WHILE, A FEW BLOCKS FURTHER **UP**TOWN...

MAYBE THE SAILOR WAS **RIGHT**--

--MOPING AROUND FEELING **SORRY** FOR MYSELF ISN'T GOING TO ACCOMPLISH **ANYTHING!**

I NEED TO STRETCH MY **LIMBS**--GET SOME **EXERCISE**--

--AND IF THE ONLY WAY I CAN DO IT **EFFECTIVELY** IS AS **SPIDER-MAN**--

--THAT'S THE WAY IT WILL HAVE TO **BE!**

SEEMS I'M JUST NOT DESTINED TO **ESCAPE** THAT FACT!

STINKING **ARACHNID!** IF IT WASN'T FOR THE RADIOACTIVE **VENOM** OF ONE OF YOUR KIND COURSING THRU MY **VEINS**--

--MY LIFE WOULDN'T **BE** IN THIS LOUSY **MESS!** I OUGHT TO --

AHHH --C'MON, PARKER!

THAT LITTLE CREATURE IS A LOT LESS RESPONSIBLE FOR **ITS** ACTIONS THAN **YOU** ARE FOR YOURS!

IF YOU WANT TO TAKE OUT YOUR **MEAN** ON SOMEONE --FIND SOMEONE WHO **DESERVES** IT--

--AND IN A CITY WHERE A **MAJOR CRIME** OCCURS ON THE AVERAGE OF EVERY **SEVEN SECONDS**--

--THAT SHOULDN'T BE TOO TERRIBLY **HARD!**

C'MON, SPIDER-SENSE-- BE **GOOD** TO ME. PICK UP SOME **UGLY** VIBES... GIVE ME SOMETHING TO...

HEY-- IT'S **WORKING**-- STARTING TO **TINGLE!**

SOMETHING **NASTY** IS GOING ON DOWN THERE **SOMEWHERE**--

--AND IT WON'T TAKE ME LONG TO FIND OUT **WHAT!**

**JACKPOT!** THOSE GUYS IN THE FUNNY YELLOW SUITS ARE RUNNING SCARED FROM **SOMETHING**--AND IT'S NOT **ME**--

--AT LEAST, NOT **YET!**

**NO**--NOT **HIM!** NOT HIM, **TOO!?!**

WE RUN **AWAY** FROM ONE COSTUMED FANATIC--AND RIGHT **INTO** ANOTHER!

SPWEEE!

WELL, **THIS** TIME WE STAND-- AND **FIGHT!**

KIND'A GLAD YOU **SAID** THAT, CHUM--

THWOK!

--'CAUSE IF YOU'RE LOOKING FOR A **FIGHT** TONIGHT--

--I'M JUST THE GUY TO **GIVE** YOU ONE!

IN OTHER WORDS, PUNK--YOU SHOULD **NEVER** SHOOT AT A **SPIDER-MAN!**

THRASH!

LOOKS LIKE YOUR PAL DOESN'T *SHARE* YOUR ENTHUSIASM FOR A FRIENDLY TÊTE-A-TÊTE!

HE'S LAMMING OUT OF HERE LIKE HIS PUDGY *FEET* WERE ON FIRE!

HEY, HOT-SHOT-- YOU *FORGOT* SOMETHING!

WOULDN'T WANT TO GO LEAVING THIS *TRASH* AROUND TO CLUTTER UP THE *STREET* NOW, WOULD WE?

THWAAA!

THERE! *THAT* SHOULD HOLD YOU NEATLY TILL THE *COPS* SHOW--

--OR THE *GARBAGE TRUCK* COMES 'ROUND IN THE MORNING!

I'D STICK AROUND TO *CHAT*--

--BUT I'VE GOT MORE *IMPORTANT* THINGS TO DO RIGHT NOW!

THWIPP!

--LIKE FINDING OUT WHAT YOU WERE *RUNNING* FROM WHEN YOU BUMPED INTO LITTLE OL' *ME!*

THIS ISN'T *WORKING OUT* QUITE RIGHT!

GONE A BLOCK-AND-A-HALF IN THE DIRECTION THEY WERE *RUNNING* FROM -- AND THE OL' SPIDEY-SENSE HAS PICKED UP *ZERO!*

IF I DON'T *ZONE IN* ON SOMETHING *SOON*, I'M GONNA--

*WAITAMINNIT!* IT'S *TINGLE-TIME!*

IF MY SPIDER-SENSE ISN'T PULLING MY *LEG*, THE BUILDING RIGHT *BELOW* ME IS THE *PLACE!*

*YEP* -- THIS IS THE *PLACE*, ALL RIGHT!

*SKRASH!*

DON'T REALLY KNOW WHAT'S *COMING DOWN* HERE --

-- BUT I *DO* RECOGNIZE THAT STAR-SPANGLED *FRISBEE-*

-- AND 'THO I'VE NEVER EXACTLY BEEN THE SORT OF GUY TO *BUTT IN* ON OTHER PEOPLE'S *PRIVATE BATTLES*--

-- I'VE GOT ME A SUPER-SIZED *MAD* ON TONIGHT--

-- AND I'VE GOTTA DO *SOMETHING* TO WORK IT OUT OF MY SYSTEM !

SO *LOOK OUT*, WORLD --

-- SPIDER-MAN'S GOING WHERE THE *ACTION* IS --

--HOOBOY, AM I EVER!

GET HIM, YOU DOLTS--GET HIM!

HE'S ONLY ONE MAN -- ONLY ONE--

UUNNGHH!

THRACK!

BUT ONE REAL MAN IS ALL THAT'S NECESSARY TO DEAL WITH SCUM LIKE YOU!

AND CAPTAIN AMERICA IS NOTHING IF NOT A MAN!

CLUDD!

VERBOSE FOOL! YOU WILL SOON BE NOTHING INDEED!

SPRAK!

UH UH UH, UGLY-- SHOULDN'T CLOBBER THE CAPTAIN!

WHERE I COME FROM, THEY TEACH US TO RESPECT THE RED, WHITE AND BLUE!

WHAMM!

HOPE YOU DON'T MIND THE COMPANY, SHIELD-SLINGER--

--BUT I JUST HAPPENED TO BE IN THE NEIGHBORHOOD AND--

WHOK!

SPAT!

YES, WEB-SLINGER--I KNOW--

THANKS!

AND--ER--ACTIVE MOMENTS LATER...

I DOUBT IF ANY OF THEM WILL BE MOVING FOR A WHILE!

A WHILE? I DOUBT IF THEY'LL BE MOVING FOR WEEKS!

THEN I SUPPOSE WE CAN'T LEAVE THEM LYING THERE, CAN WE?

AMERICA TO SHIELD--

--GOT A MOP-UP JOB DOWN HERE FOR YOUR BOYS, FURY!

THEY AIN'T BOYS, WING-HEAD--THEY'RE MEN--

--AN' DON'T YOU FORGET IT!

I'LL SEND A FEW RIGHT DOWN--BUT WE NEED YOU UP HERE!

I'M WAITING, NICK.

GEE, YOUR OWN PERSONAL CLEAN-UP SQUAD!

DO THEY STACK THE BODIES NEATLY --HEAD-TO-TOE?

THAT'S NOT FUNNY, WALL CRAWLER!

GOOD, BAD, OR INDIFFERENT--THOSE WERE HUMAN BEINGS WE ALMOST CRIPPLED BACK THERE!

REALLY? YOU COULD HAVE FOOLED ME!

WELL, NO SENSE IN ARGUING, HERO! GUESS I'LL SEE YOU--

--AROUND?

HEY, WHAT *IS* THIS?

A SECOND AGO WE WERE STANDING ON A *ROOFTOP*.. AND NOW--

OBOY.

WELCOME TO THE SKY-HIGH HEADQUARTERS OF ***S.H.I.E.L.D.****, SPIDER-MAN!

OKAY, ACE--YA CAN LOWER AWAY!

TH' BOSS IS ***EXPECTIN'*** THESE DUDES--!

WELL, ***ONE*** OF 'EM, ANYWAY!

*THAT'S **S**UPREME **H**EADQUARTERS, **I**NTERNATIONAL **E**SPIONAGE **L**AW-ENFORCEMENT **D**IVISION FOR THOSE OF YOU STILL LIVING IN THE ***ICE AGE*** OUT THERE--ROY.

THE MOTOR'S ***HUM*** IS ALMOST ***IMPERCEPTIBLE*** AS SPIDER-MAN AND HIS STAR-SPANGLED COMPANION DESCEND INTO ONE OF THE MOST ***AMAZING*** MECHANISMS EVER DEVISED BY MAN--

--TO FIND THE ***WELCOME MAT*** IS NOT EXACTLY ***WAITING...***

SPIDER-MAN!?!

THE ***POLICE*** WANT YOU IN CONNECTION WITH A ***MURDER!***

BY THE AUTHORITY INVESTED IN ME BY *SHIELD* -- YOU ARE *UNDER ARREST!*

SURRENDER QUIETLY--AND YOU WILL NOT BE *HURT!*

YOU KNOW, IT WARMS THE VERY *COCKLES* OF MY HEART TO KNOW YOU LAWMEN TAKE YOUR DUTIES *SO SERIOUSLY--!*

THWIP!

THWIP!

IN *OTHER* WORDS, CHUCKLES-- *BUG OFF!*

SPIDER-MAN --*WAIT!*

FOR *WHAT,* SHIELD-SLINGER?

SO ANOTHER TRIGGER-HAPPY JOYBOY CAN PUT ME ON THE *BULL'S-EYE?*

*NO CHANCE!*

IF THESE HOTSHOTS REALLY WANT ME *THAT* MUCH --

-- THEY'RE GONNA HAVE TO TRY TO TAKE ME ON *MY* TURF!

IF YOU *INSIST,* OUTLAW-- THEN WE--

AL'RIGHT, YOU YAHOOS -- THAT'S ENUFF *FUN-'N'-GAMES!*

YER S'POSED TA BE *SHIELD* AGENTS -- NOT THE *KEYSTONE KOPS!*

'N AS FER *YOU,* WALL-CRAWLER--

-- IT MAY NOT BE NO HASSLE TAKIN' OUT A RAW SHIELD *ROOKIE*--

-- BUT ANYTIME YA WANNA PLAY IN THE *BIG-TIME,* YOU JEST LET *NICK FURY KNOW!*

EASY, FURY -- I'VE GOT NO QUARREL WITH *YOU!*

I JUST DON'T LIKE BEING PUSHED INTO *CORNERS!*

APOLOGY *ACCEPTED,* WEB-SLINGER.

NOW *CAP* AN' ME ARE GONNA *PALAVER* --

--AN' IF YA CAN KEEP THAT *CHIP* OFF YER SHOULDER FER A MINUTE, I WOULDN'T MIND HAVIN' YA *ALONG!*

JEST FIND YERSELF A PLACE TA *SET,* WALL-CRAWLER --

--AN' WE CAN GET DOWN TA *BUSINESS!*

WHAT SORT OF "*BUSINESS,*" NICK?

SPIDER-MAN AND I STOPPED *A.I.M.*'s OPERATION *COLD...*

...*DIDN'T* WE?

IN A WORD -- *NO!*

AS YA KNOW, THIS HERE GUIDED MISSILE *TELEMETRY SYSTEM* IS *VITAL* TO AMERICA'S *SECURITY!*

THAT'S WHY WE PUT *YOU* ON ALERT WHEN WE GOT WORD *A.I.M.* WAS PLANNIN' TA *SNATCH* IT!

TROUBLE IS -- THERE'S *THREE* 'A THEM GIZMOS --

--AN' ONLY *ONE CAPTAIN AMERICA!*

WHILE YOU WAS SAVIN' *ONE* OF 'EM, *A.I.M.* WAS LAUNCHIN' *SIMULTANEOUS* ATTACKS TO GRAB THE *OTHER* TWO!

SOME'A MY BOYS PROTECTED THE ONE AT *CAPE KENNEDY* --

--BUT WE *BLEW IT* IN THE *MID-WEST!*

*A.I.M.* GOT THE SYSTEM -- BUT MAYBE NOW *WE* GOT *THEM!*

AS A PRECAUTION, WE HID LITTLE *HOMIN' DEVICES* IN EACH 'A THEM THINGS --

--AN' THE SYSTEM A.I.M. SWIPED IS HEADIN' STRAIGHT FER NEW YORK--

--QUEENS, TA BE EXACT!

WHICH IS WHERE I COME IN, RIGHT?

YOU GUESSED IT, CAP.

WE GOT THE GIZMO'S LOCATION PIN-POINTED --AN' IF YOU AN' THE WEB-SLINGER ARE READY, WE CAN --

WAITAMINNIT! WHAT'S THIS "YOU AN' THE WEB-SLINGER" JAZZ?

I DON'T REMEMBER VOLUNTEERING FOR ANYTHING!

SORRY. I JEST SORT'A FIGURED YOU'D BE INTERESTED IN PROTECTIN' YER NATION'S SECURITY--

'COURSE-- IF YER TOO CHICKEN--!

LET US MERCIFULLY TURN AWAY FROM SPIDER-MAN'S REPLY --

--AND CAST OUR GAZE INSTEAD TO A QUIET CORNER OF FLUSHING MEADOW PARK IN THE BOROUGH OF QUEENS --

-- WHERE, BENEATH THE AUSTERE EXTERIOR OF THE OLD SCIENCE PAVILION LEFT OVER FROM THE '64 WORLD'S FAIR --

--LURKS ONE OF THE MANY HIDDEN HEADQUARTERS OF THE ORGANIZATION KNOWN AS A.I.M.* --

--AND AT THE MOMENT, THIS PARTICULAR H.Q. BOASTS THE PRESENCE OF A MOST UNEXPECTED GUEST --

--THE GREY GARGOYLE!

*THAT'S ADVANCED IDEA MECHANICS FOR YOU FEW UNINFORMED ICE-AGERS. --RT.

CAN'T YOUR UNDERLINGS WORK ANY *FASTER*, PRIME-4?

OUR "LAUNCH WINDOW" IS ONLY *HOURS* AWAY -- AND WE CANNOT AFFORD TO *MISS* IT!

THE PROJECT IS PROGRESSING *SWIFTER* THAN IT APPEARS, STONE ONE!

IT MAY WELL BE COMPLETED *AHEAD* OF SCHEDULE.

*SPLENDID!* A FEW SHORT HOURS, THEN -- AND I SHALL HAVE MY *REVENGE* AGAINST THE WORLD --

-- AND *CAPTAIN AMERICA* IN PARTICULAR!

"I WILL NOT FORGET HOW HE *TRICKED* ME WHEN LAST WE MET --

"-- DECEIVED ME INTO TURNING A SIMPLE HATCH LOCK TO *STONE* --

"THUS IMPRISONING ME IN A GREAT GRANITE MISSILE -- WHILE THAT ACCURSED AVENGER AND HIS COMPANION, *THE FALCON*, MADE GOOD THEIR ESCAPE --

"-- IMPRISONING ME JUST LONG ENOUGH FOR COLONEL NICK FURY, THE DIRECTOR OF *SHIELD*, TO COMPLETE A DESPERATE *COUNT-DOWN*--

"-- AND LAUNCH THE MISSILE *SPACEWARD* --

"-- WITH *MYSELF* STILL INSIDE!*

*THE PRECEDING *FLASHBACK* HAS BEEN BROUGHT TO YOU THROUGH THROUGH THE COURTESY OF *CAPTAIN AMERICA* #142.

--R.T.

THE FOOLS THOUGHT THEMSELVES **RID** OF ME FOREVER--

--BUT THEY'D RECKONED **WITHOUT** MY SCIENTIFIC GENIUS--

--RECKONED WITHOUT MY ABILITY TO **ALTER** THE ORBITING MISSILE'S CIRCUITS--TO CREATE A CRUDE **RADIO TRANSMITTER**--

--A TRANSMITTER I UTILIZED TO CONTACT YOUR **SUPERIORS**--

--AND THUS ARRANGE THE BUSINESS DEAL THAT HAS LED TO MY **RETURN!**

"IT WAS A **SIMPLE** MATTER FOR A.I.M.'S SUPER-WEAPONRY TO **BLAST** MY ORBITING PRISON FROM THE SKY--

"--AT PRECISELY THE CORRECT ANGLE TO RETURN ME TO **NEW YORK**--

"--ENCASED IN A PROTECTIVE SHELL OF **STONE!**

NOW, WITHIN MERE **HOURS**, IT SHALL BE THE **GREY GARGOYLE** AND A.I.M. WHO WILL CONTROL THOSE JEALOUS SKIES--

--**AND** THE MISERABLE **PLANET** WHIRLING BELOW!

THE **GREY GARGOYLE** AND A.I.M. WHO WILL RULE **SUPREME!**

SKRASHH!

YOU WOULDN'T WANT TO BET ON THAT --

--WOULD YOU, ROCKY?

WHA--?

CAPTAIN AMERICA!

YOUR VARIOUS TALENTS NEVER CEASE TO AMAZE ME!

HEY--WHAT ABOUT ME, BRICK-BRAIN?

I'M AS TALENTED AS THE NEXT GUY!

ENOUGH FOOLISHNESS! SLAY THEM BOTH--

NOW!

SPWEE!

SPAK!

PAK!

TZING

FZZING!

STAY BEHIND ME, WEB-SLINGER!

MY SHIELD CAN PROTECT THE TWO OF US!

THE OFFER'S APPRECIATED, AVENGER --

--BUT I'M A BIG BOY, NOW--

THWIP!

THWIP!

--AND SPIDER-MAN CAN TAKE CARE OF HIMSELF!

A LITTLE SUPER-STICKY WEBBING SHOULD HANDLE STONE-FACE THEN --

FOOL! YOUR WEBBING WILL HANDLE NOTHING --

--WHEN, BY MERELY TOUCHING MY RIGHT HAND--

--IT IS TURNED TO STONE --

--AND SHATTERS -- UNABLE TO SUPPORT ITS OWN WEIGHT!

NICE TRY, WEB-HEAD -- BUT YOU'D BEST LEAVE THE GARGOYLE TO ME!

HE AND I HAVE TANGLED A TIME OR TWO BEFORE!

THEN BE MY GUEST, CAP! I WOULDN'T WANNA DENY A MAN HIS SIMPLE PLEASURES!

I'LL FIND SOMETHING ELSE TO KEEP ME BUSY!

ALL RIGHT, GARGOYLE -- YOU MAY HAVE ESCAPED YOUR ORBITING PRISON --

--BUT YOU WON'T ESCAPE ME --

--NOT THIS TIME!

BUT I HAVE NO INTENTION OF ESCAPING YOU, CAPTAIN --

-- I'M PLANNING TO DESTROY YOU!

WITH THE TOUCH OF MY RIGHT HAND, I'LL TURN YOU TO STONE --

-- THEN SHATTER YOU TO BITS!

SO WE'LL HAVE TO MAKE CERTAIN YOU DON'T TOUCH ME THEN --

--WON'T WE?

HUH?

THRAC H!

GOT TO LEAP OUT OF THEIR PATHS OR THEY'LL --

AARRGGHH!

SKZZAATT!

NO -- KICKED HIM INTO AN EQUIPMENT BANK --

--LIVE WIRES FLYING AROUND EVERYWHERE --!

UH-OH -- THAT CABLE PUT CAP OUT COLD!

BETTER GET HIM TO SAFETY BEFORE HE'S --

BTOW!

--CLOBB-- UURKK!

TOO DISTRACTED BY CAP TO NOTICE THAT DUDE SNEAKING UP BEHIND ME--!

UUHHNN-- BRAINS FEEL LIKE OATMEAL--

--BUT I CAN'T STAY DOWN--

GOTTA GET UP BEFORE IT'S--

--TOO LATE, SPIDER-MAN--

--MUCH TOO LATE!

THE BATTLE IS OVER--

--AND THE GREY GARGOYLE IS TRIUMPHANT AT LAST!

MINUTES PASS--AND A COOL BREEZE WAFTS PAST THE FULL-SCALE MISSILE MOCK-UPS THAT STAND BEFORE THE SCIENCE HALL--BUT WAIT!

DO OUR EYES DECEIVE US, OR IS ONE OF THOSE MISSILES ACTIVE--?

--AND ARE THOSE TWO STONE FIGURES CHAINED SO TIGHTLY TO ITS BASE WHO THEY APPEAR TO BE--?

WHAT DO YOU THINK?

HOW FITTING-- THAT TWO WHO SOUGHT TO THWART MY PLANS--

--SHALL BE THE FIRST TO SEE THEM REACH FRUITION!

WITHIN MOMENTS, THEY --AND A.I.M.'S UNIQUE ANTI-GRAVITY MISSILE--SHALL BE FIRED SPACEWARD--

--AND THERE, THEIR UNSEEING EYES WILL WITNESS THE ACTIVATION OF A SATELLITE OF MY OWN DESIGN--

--A SATELLITE WHOSE POWER-BEAM IS CAPABLE OF TURNING ENTIRE CITIES TO LIFE-LESS STONE!

THEN THE WORLD SHALL BOW BEFORE ME--!

THEN THEY SHALL ACCEDE TO MY DEMANDS--

--OR I WILL CARVE A PATH OF DESTRUCTION ACROSS THIS PLANET SUCH AS HAS NEVER BEEN SEEN BEFORE!

THE IRREVERSIBLE COUNTDOWN HAS BEGUN--

--AND THERE IS NOTHING CAPTAIN AMERICA OR SPIDER-MAN CAN DO TO STOP IT--

--FOR IT WILL BE ALMOST AN HOUR BEFORE THE EFFECTS OF MY STONE-TOUCH WEAR OFF--

--AND, BY THEN, THEY WILL BOTH BE QUITE DEAD!

NOW THAT IS ONE DEPRESSING THOUGHT!

NO-- IT CAN'T BE--!

BUT IT IS, GARGOYLE--

--IT IS!

Y-YOU'RE ALIVE!?!

--AND KICKING, SWEETHEART!

IMPOSSIBLE! MY TOUCH OF STONE HAS NEVER FAILED BEFORE!

IT DID THIS TIME! PERHAPS THE UNIQUE VENOM THE VIPER INJECTED ME WITH * HAD SOMETHING TO DO WITH IT--!

HEAVEN ONLY KNOWS WHAT SAVED SPIDER-MAN--!

*AS SEEN IN CAPTAIN AMERICA #57, TRUE BELIEVER. THAT'S WHAT GAVE CAP HIS NEW-FOUND SUPER-STRENGTH.-- RT.

STILL, I DON'T HAVE TIME RIGHT NOW TO PUZZLE OUT THE ANSWERS FOR CERTAIN!

GOT TO GET THE GARGOYLE AWAY FROM THE CONTROL PANEL--OR ELSE!

STAR-SPANGLED FOOL! SUCH A SIMPLE FALL CANNOT HARM A BEING MADE OF RAW STONE!

THRAMM!

AS SOON AS I REGAIN MY FEET, I SHALL--

WHA--?

THAT CHAIN-- CAUGHT AROUND MY ANKLE--!

STOP THE COUNTDOWN!

IN PITY'S NAME-- STOP THE COUNTDOWN!!

THEN, THE GROUND SHUDDERS-- IT SHAKES--AS A GREAT, GLEAMING SPIRE ERUPTS SKYWARD--

--ITS SAVAGE ROAR DROWNING OUT THE SCREAMS OF A ROUGH-HEWN GREY FIGURE WHO VANISHES WITH IT INTO THE VOID...

THE GARGOYLE IS GONE-- VICTIM OF THE FATE HE INTENDED FOR US!

AND IT COULDN'T HAVE HAPPENED TO A NICER GUY!

WELL, CAP, IT'S GETTING LATE--AND EVEN A SPIDER NEEDS HIS REST!

KEEP YOUR SHIELD SHINY, HERO! I'LL SEE YOU AROUND!

NEXT: THE SAVAGE SUB-MARINER!

MARVEL TEAM-UP

# MARVEL COMICS GROUP™

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# MARVEL TEAM-UP™

FEATURING

# SPIDER-MAN AND THE SAVAGE SUB-MARINER

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™

2 FREE-SWINGING SUPER-STARS FOR THE PRICE OF ONE!!

MAYHEM IS THE MAN-FISH!

STAN LEE Presents SPIDEY and the SUB-MARINER -- TOGETHER!!

LEN WEIN WRITER * GIL KANE ARTIST * W. HOWARD INKER * JOHN COSTANZA letterer * GLYNIS WEIN Colorist * ROY THOMAS EDITOR

# MAYHEM IS... The MEN-FISH!

JUNGLE: THE CITY AFTER DARK--PROWLED AS USUAL BY PREDATORS--AND THEIR UNSUSPECTING PREY.

THE PREDATORS: IN THIS INSTANCE, BEING THREE RATHER BURLY-TYPE MUGGERS.

THEIR PREY: A SOLEMN, SILENT STROLLER, DRESSED JUST A TRIFLE HEAVILY FOR THIS BALMY SUMMER'S NIGHT.

THE INNOCENT BYSTANDER (FOR A CHANGE) SWINGING OVERHEAD: WHY, NONE OTHER THAN THE GENT THEY CALL -- SPIDER-MAN!

RATS! IT NEVER FAILS. I GO OUT FOR A LITTLE EXERCISE--

--AND RUN INTO MORE THAN I WANT... OR NEED!

LOOKS LIKE TROUBLE BREWING DOWN BELOW--AND TROUBLE, UNFORTUNATELY, SEEMS TO BE MY MIDDLE NAME!

1664

BUT TROUBLE, AS THE WALL-CRAWLER QUICKLY OBSERVES, IS A COMMODITY BY NO MEANS RESERVED FOR HIM ALONE...

C'MON, GUYS-- HIT 'IM!

WHAT--?

BETTER GET MY WEB IN GEAR--AND QUICK!

THAT FELLA IN THE TOP-COAT IS GONNA NEED MY HELP.

BUT BEFORE EVEN THE RAZOR-REFLEXED WEB-SLINGER CAN MOVE...

THRASH!!

UNHAND ME, SCUM!

I HAVE IMPORTANT BUSINESS IN YOUR FOUL CITY THIS NIGHT--

THWOK!

SKRAWK!

--AND I'LL NOT HAVE IT INTERFERED WITH!

THEN AGAIN--MAYBE HE DOESN'T NEED MY HELP.

BWOK!

DON'T BE TOO SURE ABOUT THAT, WEB-SLINGER-- 'CAUSE IF YOU TAKE A GOOD LOOK BEHIND THIS VICTIM-TURNED-VICTOR, YOU'D NOTICE...

OKAY, MISTER-- YOU ASKED FOR THIS!

WE WANTED TA TAKE YA OUT ALL NICE-AN'-FRIENDLY- LIKE--

-- BUT IF YOU GONNA HASSLE US--

-- WE GONNA HAFTA FINISH YOU OFF THE HARD--

WHA--? M-MY WRIST--!

THWIPP!

LEGGO-- MY FREAKIN'--

WHRUNGG!

UUHHNNN!

APPARENTLY, SPIDER-MAN-- YOU NOTICED--

-- JUST AS THE RESULT OF YOUR LITTLE "EXERCISE" IS NOTICED BY THE PREOCCUPIED CHAP YOU SAVED...

WHO--?

GUESS I OUGHT TO GO DOWN AND INTRODUCE MYSELF TO--

NO! IT CAN'T BE-- HIM!

BUT IT *IS*, SPIDER-MAN! YOU HAVE SAVED THE LIFE OF *NAMOR THE FIRST*--

--THE ONE TRUE *SUB-MARINER!*

*SWELL*. I DON'T REMEMBER *YOU* EVER COMING TO TOWN TO BE MADE "*CITIZEN OF THE YEAR*"--

--SO I THINK I'LL JUST *WEB* YOU TO THE SPOT TILL I FIND OUT WHAT YOUR *PLANS* ARE.

YOU'LL *WHAT?*

ARROGANT *FOOL*--

*HUH?* HE PULLED ME RIGHT *OFF* THE WALL!

--DO YOU THINK TO NET THE *PRINCE OF ATLANTIS* AS IF HE WERE SOME LOWLY *FISH*?

*UUNNFF*-- MY WEBBING SLIPPED OFF HIS *SKIN* LIKE WATER OFF THE PROVERBIAL DUCK'S *BACK*.

IF I HADN'T SNAGGED THIS LEDGE TO BREAK MY *FALL*, THE FALL WOULD'VE BROKEN *ME*--

--BUT IT SEEMS *SUBBY* DOESN'T CARE ONE WAY OR THE *OTHER*.

HE'S WALKING OFF--*IGNORING* ME--

--AND IF THERE'S ONE THING I CAN'T *STAND*--

--IT'S BEING IGN--

OOOPS.

AWAY, WEB-SLINGER--

--I HAVE NO QUARREL WITH YOU.

IN THAT CASE, CHUCKLES-- I'D SURE HATE TO SEE YOU WHEN YOU'RE MAD!

HE'S IGNORING ME AGAIN--OBVIOUSLY HE HAS A DEFINITE DESTINATION IN MIND--

--A DASTARDLY DESTINATION, NO DOUBT--

--AND IT'S UP TO ME TO SEE HE DOESN'T REACH IT.

SORRY, SPOCK-EARS-- BUT THIS TOWN IS OFF-LIMITS TO YOU!

SPIDER-MAN-- AGAIN!?

ENOUGH, WALL-CRAWLER!

IF YOUR PURPOSE WAS TO PUSH ME BEYOND THE POINT OF ENDURANCE, YOU HAVE SUCCEEDED ADMIRABLY--

--FOR TONIGHT, I AM NOT A PATIENT MAN!

--AND JUST WHAT MAKES YOU THINK I AM?

BKOW!

HUH? HE NEVER EVEN HIT THE GROUND. THOSE LITTLE WINGS ON HIS ANKLES GIVE HIM THE POWER OF--FLIGHT!

WALL-CRAWLER, MY PURPOSE IN COMING TO YOUR FILTHY CITY THIS NIGHT WAS PRIVATE--PERSONAL--!

I MEANT MALICE TO NONE WHO DWELL HERE--

THRA

--BUT I AM TIRED OF TRYING TO PROVE MY PEACEFUL INTENTIONS!

I WILL TELL YOU THIS ONE FINAL TIME, SPIDER-MAN--

GO YOUR OWN WAY--AND LEAVE ME ALONE TO GO MINE!

I THINK HE'S TRYING TO TELL ME SOMETHING--

--BUT I'M NOT ABOUT TO LISTEN.

SAVING NEW YORK FROM THE SUB-MARINER GIVES ME A CHANCE TO PUT A GOLD STAR NEXT TO MY NAME FOR ONCE--

--A CHANCE TO CHANGE THE MINDS OF SOME OF THOSE WHO THINK I'M A MENACE--

--AND IT'S A CHANCE I'M NOT GOING TO BLOW!

COME BACK HERE, FISH-MAN! I'M NOT DONE WITH YOU YET.

SPIDER-MAN, I BESEECH YOU--LEAVE ME BE!

MY MISSION HERE IS A MATTER OF LIFE AND--

BHARRAMM!

OBOY.

SOMETHING TELLS ME THERE WAS MORE TO THIS THAN I THOUGHT.

SPIDER-MAN-- YOU FOOL! YOU'VE RUINED EVERY-THING!

I'M PINNED HERE-- TRAPPED-- AND HE IS GETTING AWAY!

VVVRR

EEEE

RRRRREEEEEEEEEEEEEEEEEE...

MURDERER-- YOU'LL NOT ESCAPE ME!

COME BACK, DO YOU HEAR ME?

COME BACK!

COME... BACK...

UH-OH! I'VE GOT THAT AGGRAVATING FEELING I'VE BEEN STUPID AGAIN.

LOOKS LIKE SUBBY'S BUSINESS WAS PERSONAL, AFTER ALL..

SUB-MARINER... NAMOR... I-I'M SORRY. I DIDN'T REALIZE--!

DIDN'T REALIZE?

DESPITE ALL I SAID-- YOU DIDN'T REALIZE?

YOU UNMITIGATED FOOL! YOU'VE ...YOU'VE...

NO... YOU'VE DONE ONLY WHAT YOU THOUGHT RIGHT, I SUPPOSE.

AFTER ALL, WHAT HAS NAMOR EVER DONE TO EARN THE TRUST OF THE SURFACE WORLD?

--AND, BECAUSE OF THAT, A MURDERER HAS ESCAPED TO KILL AGAIN!

A MURDERER, NAMOR?

WHAT'S HIS NAME? WHO IS HE?

WHO, SPIDER-MAN?

ONLY THE MOST MALEVOLENT FORCE EVER TO BESTRIDE THE OCEAN DEPTHS--

--THE ONCE-HUMAN MENACE CALLED--

TIGER SHARK!

"AYE, WEB-SLINGER-- I SAID ONCE-HUMAN -- FOR TIGER SHARK HAD BEEN A MAN-- TODD ARLISS..

"-- UNTIL THE BIOLOGICAL WIZARDRY OF THE DIABOLICAL DR. DORCAS TURNED HIM INTO THE AMPHIBIAN FIEND HE IS TODAY*--

*AS SEEN IN SUB-MARINER #5--R.T.

"--A FIEND WHO-- WITH THE AID OF CLYRA, SELF-PROCLAIMED QUEEN OF LEMURIA-- KIDNAPPED MY OWN FATHER TO BEND ME TO THEIR WILL--

"--THEN SLEW HIM WHEN, AT LAST, I HAD FOILED THEIR PLANS--

"THEY FLED FROM ME THEN, KNOWING MY WRATH WOULD BE **BOUNDLESS.**

"LLYRA, SINCE, HAS **PERISHED***-- WHILE TIGER SHARK HID HIMSELF BENEATH YOUR NIAGARA FALLS--

--HIS PRESENCE THERE REVEALED ONLY DURING A PITCHED BATTLE WITH THE SIMPLE-MINDED **HULK****--

* IN **SUB-MARINER** #50
** IN **HULK** #160. --R.T.

--THEN, AGAIN, TIGER SHARK **FLED-- VANISHED--**

--UNTIL A SCRAP OF INFORMATION I MYSTERIOUSLY RECEIVED TOLD ME HE WAS HIDING **HERE**--

--IN A WAREHOUSE IN **NEW YORK**--

--AND SO, INDEED, HE **WAS**--

--AS THIS ABANDONED **EQUIPMENT** INDICATES!

AND BECAUSE OF **ME,** YOU MUFFED YOUR CHANCE TO **CATCH** HIM.

I--I'M **SORRY,** NAMOR. BELIEVE IT OR NOT, I KNOW **EXACTLY** HOW YOU **FEEL.**

WHAT WILL YOU DO **NOW?**

CONTINUE MY **SEARCH.**

SOMEWHERE AMID ALL THIS RUBBLE, THERE MAY BE A **CLUE** TO WHERE TIGER SHARK HAS **GONE**--

--AND I'M GOING TO LOOK THRU EVERY MOTE OF **DUST** IF I MUST-- UNTIL I--

--DIDN'T EXPECT YOU *BACK* SO SOON.

ANYTHING GO *WRONG*?

*NAH*-- OF COURSE NOT, DORCAS! WHAT COULD'A GONE *WRONG*--

-- EXCEPT LIKE MAYBE THE SUB-MARINER ALMOST *CATCHIN'* ME, YOU IDIOT!

OH, *REALLY*?

YAH--*REALLY!* THOSE PUNKS YOU HIRED WERE SUPPOSED TO KEEP SUBBY *BUSY* TILL I COULD ROCKET *OUT'A* THERE--

--BUT IF *SPIDER-MAN* HADN'T SHOWN UP, NAMOR WOULD'A *NAILED* ME-- *COLD!*

*SPIDER-MAN* AS WELL?

MY, MY-- THE PLOT *THICKENS* BY THE *MOMENT*, DOESN'T IT?

*PLOT*--MY SOGGY EAR, DORCAS! IF YOU 'DA JUST LET ME *STAY* THERE AND GET MY *MITTS* ON THAT CRUMMY FISH-MAN--!

YOU'D HAVE ACCOMPLISHED *WHAT*, TIGER SHARK?

ONE OR THE *OTHER* OF YOU WOULD BE *DEAD*, THAT'S ALL.

*MY* SCHEME WILL BE SO MUCH MORE *SATISFYING* IN THE END, I ASSURE YOU. JUST HAVE A LITTLE *PATIENCE*-- AND DO YOUR *JOB*!

AND YOUR *JOB*, IF YOU'LL RECALL, WAS ONLY TO *LURE* THE SUB-MARINER TO THIS BASE, TIGER SHARK--

--WHERE HE CAN BE DEALT WITH-- *FINALLY!*

FOR *HERE*, THE "*SAVAGE SUB-MARINER*" SHALL BE DEALT WITH BY CREATURES WHOSE AWESOME STRENGTH WILL SOON *SURPASS* HIS OWN --

-- CREATURES WHO ARE BY FAR MY MOST BREATH-TAKINGLY *BRILLIANT* CREATIONS -- MUCH EASIER TO *CONTROL* THAN ARE *YOU*, MY FRIEND -- OR WAS MY *OTHER* CREATION, *ORKA*, THE HUMAN *KILLER WHALE** --

-- CREATIONS WHO ARE NOT MERELY MARINE-LIFE OR HUMANOID -- BUT THE *PERFECT TRANS-MUTATION* OF *BOTH*--

-- CREATURES I HAVE THUS DUBBED THE *AQUANOIDS*--

--THE *MEN-FISH!*

* WHO, COINCIDENTALLY, IS CURRENTLY ON VIEW IN *SUBBY'S* OWN MAG. -- R.T.

WHILE, SOME DISTANCE AWAY, THE **OBJECT** OF THAT SINISTER CONVERSATION STREAKS THRU THE WATER AS ONLY **NAMOR** CAN--

--TOWING A MOST **UNLIKELY** PASSENGER BEHIND HIM--

--A PASSENGER WHOSE **OWN** SPECIAL ABILITIES MAKE HIM **ESSENTIAL** TO OUR LITTLE DRAMA...

VEER ABOUT 12 DEGREES TO THE **LEFT,** NAMOR!

AS YOU SAY, SPIDER-MAN-- 'THOUGH YOU'LL **FORGIVE** ME IF I TEND TO **DISBELIEVE** THIS ENTIRE SITUATION.

YOU **SHOULDN'T,** SUBBY! I TOLD YOU MY SPIDER-SENSE COULD **TRACK** THE UNIQUE RADIATION TRAIL LEFT BY THE **EXHAUST** OF FIN-HEAD'S FLYER--

--AND IF YOU'LL PULL OVER BY THAT RUSTY **TRAWLER** UP AHEAD--

--I'M BETTING YOU'LL FIND OUT I **MEANT** WHAT I SAID!

**THAT** IS WHERE WE'LL FIND **TIGER SHARK!**

**BUT MOMENTS LATER, A THOROUGH SEARCH** OF THE DECREPIT VESSEL REVEALS...

**NOTHING,** SPIDER-MAN! THE SHIP IS **ABANDONED!**

YOU'VE WASTED **BOTH** OUR TIME... **UNLESS...**

THIS GLASSINE CHAMBER-- MOST **OUT-OF-PLACE** HERE-- SEEMS TO BE A **CONVEYANCE** OF SOME SORT!

THEN LET'S SEE IF WE CAN PUZZLE OUT THE **CONTROLS**-- AND DISCOVER WHERE IT **GOES.**

WHERE IT GOES IS-- DOWN..

THAT'S: DOWN-- WITH A CAPITAL 'D'--

--DOWN TO THE OCEAN'S DARKEST, MOST CRUSHING DEPTHS--

--DOWN TO A FUTURISTIC COMPLEX THAT RESTS ON SAID OCEAN'S FLOOR--

--DOWN TO THAT COMPLEX-- AND IN!

HOOHAH!

DON'T KNOW WHAT THIS PLACE IS-- BUT I'LL BET IT'S NOT SUPPOSED TO BE HERE.

INDEED YOU ARE CORRECT, SPIDER-MAN--

--FOR I, WHO KNOWS MOST ALL OF WHAT TRANSPIRES IN THE DEEPS, KNEW NOTHING OF THIS ENTITY'S CONSTRUC-TION!

TELL YA ONE THING I KNOW-- IF MOBY DICK SHOWS UP, I'M LEAVING!

TREAD CAREFULLY, WEB-SLINGER-- A DOOR-WAY SLIDES OPEN BEFORE US--

--TO REVEAL--

TIGER SHARK-- AND DORCAS!

AT LAST, KILLER-- NAMOR SHALL DRINK HIS FULL MEASURE OF-- VENGEANCE!

DEFEND YOURSELVES, SCUM--

--OR DIE!

DON'T SHOOT AT ME, CHUCKLES--

--I DIDN'T START THIS THING!

--BUT I SURE *FINISHED* IT QUICK ENOUGH.

:WHEW:-- I REALLY *MUST* NEED EXERCISE-- IF A SIMPLE SCUFFLE LIKE *THAT* ONE LEAVES ME *EXHAUSTED!*

NAY, SPIDER-MAN-- THE FAULT IS NOT *YOURS*--

--FOR I SENSE *LITTLE* HERE IS AS IT *APPEARS.*

*OBSERVE!*

*RRIPPP!*

WHADDAYA KNOW-- *NINE'S* A PHONY, TOO!

THEY'RE-- *MEN-FISH* OF SOME KIND!

AYE, WEB-SLINGER-- THAT AND *MORE*-- FOR THE WEAKNESS THAT ASSAILS *YOU* NOW COMES UPON *ME* AS WELL!

I KNOW NOT *HOW,* SPIDER-MAN--

--BUT WE'VE BEEN--

--*DRUGGED*-- UUHHHHNN

*AND A SHORT WHILE LATER-- AS A PAIN-WRACKED WEB-SLINGER FINALLY AWAKENS...*

OHH-- MY ACHIN' *EVERYTHING!* WHAT'D YOU GUYS *DO* TO US?

NOTHING *REMARKABLE,* SPIDER-MAN--

--MERELY A MILD *CONTACT POISON* YOU ABSORBED THRU THE PORES OF YOUR SKIN WHEN YOU *TOUCHED* THE COSTUMES OF OUR SPECIAL *STAND-INS!*

YOU'LL *SURVIVE.* WE'VE TAKEN GET PAINS TO *ASSURE* THAT... FOR *NOW!*

NOTICE THE TINY PIN-HOLES WE'VE DRILLED ABOUT THE *BASE* OF YOUR NEW HOME TO ALLOW YOU TO *BREATHE.*

YOU NEEDN'T *WASTE* YOUR ENERGY, BY THE WAY -- THE GLASSINE TUBE IS QUITE *UNBREAKABLE.*

WE'VE ONLY ALLOWED YOU TO LIVE *THIS* LONG, WALL-CRAWLER -- TO BE *WITNESS* TO MY GREATEST *TRIUMPH* --

-- THE *TRANSFERENCE* OF THE SUB-MARINER'S SUPERIOR *STRENGTH* AND *LIFE-FORCE* INTO THE BODIES OF MY ALREADY-POWERFUL *AQUANOIDS!*

TRANSFER NAMOR'S *LIFE-FORCE?* BUT THAT WOULD *KILL* HIM!

YOU CAN'T *DO* IT!

DON'T BE *RIDICULOUS!* OF *COURSE* I CAN!

ALLOW TIGER SHARK AND MYSELF A FEW MINUTES TO MAKE THE *FINAL PREPARATIONS*--

--AND WHEN WE *RETURN,* YOU'LL SEE FOR *YOURSELF!*

THEY'RE *GONE*-- WHICH GIVES ME A FEW MINUTES' GRACE TO FIGURE A WAY *OUT* OF THIS MESS. IF ONLY I COULD *REVIVE* NAMOR, HE'D--

*WAITAMINNIT!* TELL ME THAT VALVE BEHIND SUBBY IS WHAT I *PRAY* IT IS!

A SEA-COCK!

IF I CAN JUST *OPEN* IT WIDE ENOUGH TO GET SUBBY *WET*--!

*EASY* NOW-- GOTTA GET THIS RIGHT THE *FIRST* SHOT--

-- 'CAUSE I *WON'T* HAVE TIME FOR A *SECOND*--

*BULL'S-EYE!* I *SNAGGED* IT!

THACK!

*EASY,* SPIDEY-- PULL IT *EASY!* IF THIS STRAND OF WEBBING *BREAKS*--

SUDDENLY, WITH A SOUND LIKE THE GROAN OF A SLEEPING GIANT, THE VALVE TURNS--

--AND THE SEA POURS IN--

WWRUNK

--AWAKENING A GIANT OF A WHOLLY DIFFERENT SORT--

RRACK!

THE SEA-- THE WONDROUS SEA-- RETURNS MY SENSES -- RENEWS MY STRENGTH--

--AND NAMOR IS FREE ONCE MORE--

RRUN

--AS YOU SHALL SOON BE, SPIDER-MAN--

--IF YOU'LL STAND ASIDE AND LET ME--

SMASH!

WOW! LOOKS LIKE THE GLASS IS ONLY UNBREAKABLE FROM THE INSIDE!

AT WHICH MOMENT, REENTER:

ANY MORE BIG IDEAS, DORCAS?

LIKE HOW TO STOP SUBBY AN' THAT SPIDER-FREAK FROM ESCAPIN'?

NO-- IT'S NOT POSSIBLE!

IT CAN'T BE--!

YEAH--YOU JUST KEEP TELLIN' YOURSELF THAT, DORCAS.

ME--I'M GETTIN' OUTTA HERE!

APPEARS YOUR PARTNERSHIP HAS BEEN DISSOLVED, DORCAS.

TIGER SHARK IS NAMOR'S-- BUT IF YOU FEEL LIKE TANGLIN' WITH ME--?

NO, WALL-CRAWLER--I'LL NOT "TANGLE" WITH YOU--

-- BUT IF YOU SEEK COMBAT--

--MY *MEN-FISH* WILL GLADLY SUPPLY YOU WITH *ALL* YOU CAN HANDLE!

FAREWELL, SPIDER-MAN. I DON'T EXPECT WE WILL *SEE* ONE ANOTHER *AGAIN.*

THE EGOCENTRIC *MANIAC* PUT THOSE *MUTANTS* OF HIS *BETWEEN* HIM AND ME--

--BUT IF HE THINKS A LITTLE THING LIKE *THAT* IS GONNA PROTECT HIM FROM ME--

-- HE'S SADLY MIS--

*MMMUUMMPPHH!*

*LET US TURN FROM SPIDER-MAN'S STRANGELY **MUFFLED** MONOLOGUE TO A SCENE THAT HAS WAITED **MONTHS** TO BE PLAYED...*

YOU'VE NO PLACE LEFT TO *RUN,* FOUL FIEND!

ME RUN FROM *YOU,* FISH-FACE? THAT'LL BE THE *DAY--!*

THEN *COME,* YOU SLAYER OF HARMLESS OLD MEN--

*--AND FIGHT!*

*THRAMM!*

BRAK!

WHAT, MURDERER? HAVE YOU NO OTHER GLIB COMMENTS TO ROLL OFF YOUR FORKED TONGUE?

THIS ISN'T THE TIGER SHARK I REMEMBER-- THE TIGER SHARK WHO WOULD-- WHO WOULD--

THOSE OVERHEAD LIGHTS-- SO HOT-- SO INTENSE--

--DEHYDRATING ME-- DRAINING MY STRENGTH--!

TIGER SHARK LURED ME INTO THIS ROOM INTENTIONALLY!

WHAT'S THE MATTER, BRIGHT BOY-- GETTING TIRED? TOO BAD--

SMACK!

--'CAUSE TIGER SHARK HAS JUST BEGUN TO FIGHT

CAN'T UNDERSTAND IT. WATER IS FAR MORE IMPORTANT TO TIGER SHARK THAN TO ME--

--YET HE FIGHTS ON EVER STRONG WHILE I--

OF COURSE! THAT HAS TO BE THE ANSWER!

HIS COSTUME-- FILLED WITH LIQUID-- SUSTAINING HIM WHILE THE LIGHTS EXHAUSTED ME--!

NO-- MY OUTFIT-- DON'T

KKRIIPP!

NOW LET US SEE WHO IS THE STRONGER!

DESPICABLE SCUM!

BKOW!

THEN SUDDENLY...

WHAT--? THE VERY WALLS COLLAPSE UPON TIGER SHARK-- BURYING HIM! FATE CHEATS ME OF MY VENGENCE--

--BUT WHY? DID OUR BATTLE CAUSE SUCH CARNAGE OR--

NO-- I HEAR OTHER SUCH EXPLOSIONS-- THRUOUT THE COMPLEX-- YET WHAT COULD BE THEIR CAUSE?

ANY TRUE BELIEVER OUT THERE WANT TO HAZARD A GUESS?

GOT TO GET THIS OVER WITH QUICKLY!

WHOK!

THE WHOLE BASE IS BEGINNING TO COME APART!

NEVER THOUGHT WHEN I STARTED WRECKING THE EQUIPMENT IN HERE--

--THAT THE ENTIRE COMPLEX WOULD SELF-DESTRUCT!

SK... ASH!

HAVE TO GET AWAY FROM THESE CHARACTERS-- AND FIND NAMOR BEFORE IT'S TOO LATE!

BUT THE SAVAGE SUB-MARINER HAS ECHOED SPIDER-MAN'S THOUGHTS-- SO MID-WAY THRU THEIR MUTUAL SEARCH...

AM I GLAD TO SEE YOU!

AND I YOU! NOW QUICKLY, SPIDER-MAN-- INTO THE ELEVATOR TUBE--

AND INSTANTS LATER...

SWIM, SPIDER-MAN-- FOR ALL YOU'RE WORTH-- SWIM!

THAT, MY FRIEND, IS SOMETHING YOU DON'T HAVE TO TELL ME TWICE!

WE'VE GOT ONLY SECONDS BEFORE THIS IMMEDIATE AREA GOES--

--WE'LL HAVE TIME FOR DISCUSSION ONCE WE'VE PUT A GOODLY DISTANCE BETWEEN US AND THIS SHIP!

WELL, LOOKS LIKE THAT'S THE END OF DORCAS-- TIGER SHARK--AND THOSE CRAZY MEN-FISH!

BWARRROOOMMMM!

YOUR FATHER IS AVENGED, NAMOR.

IS HE? YES-- PERHAPS-- BUT NOW THAT IT'S OVER, I WONDER--

WOULD HE HAVE WANTED A BLAZING PYRE SUCH AS THIS AS HIS MONUMENT-- OR A SIMPLE TOKEN OF PEACE?

NEXT ISSUE: THE GHOST RIDER!

MARVEL TEAM-UP

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# MARVEL TEAM-UP™

FEATURING

# SPIDER-MAN AND THE GHOST RIDER™

GOOD LORD! I'LL NEVER STOP THIS TRAIN-- IN TIME!

SPIDER-MAN! REACH OUT-- GRAB MY HAND-- OR YOU'VE HAD IT!!

NO! GET OFF THE TRACKS-- BEFORE YOU'RE KILLED, TOO!

IT'S-- TOO LATE FOR ME! TOO LATE!

42nd St

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# STan Lee PRESENTS: SPIDEY and the GHOST RIDER--TOGETHER!

LEN WEIN, AUTHOR | ROSS ANDRU, ILLUSTRATOR | DON PERLIN, INKER | GLYNIS WEIN, Colorist | JOHN COSTANZA, letterer | ROY THOMAS, EDITOR

## "IF AN EYE OFFEND THEE..."

GHOST RIDER'S MOTORCYCLE EXTRAVAGANZA!
THE IMPOSSIBLE HAPPENS IN EVERY PERFORMANCE!
5 DAYS
WED THRU SUN

THE NEW MADISON SQUARE GARDEN: SPACIOUS HOME OF CIRCUSES AND SPORTS SPECTACULARS, ROCK REVIVALS AND RELIGIOUS EXPERIENCES--

--AND TONIGHT, HOST TO ONE MARY JANE WATSON AND HER MOST UNIQUE ESCORT --A GENT NAMED PETER PARKER--

--ALSO KNOWN AS-- SPIDER-MAN!

YOU'LL LOVE THIS SHOW, PETEY-- I KNOW YOU WILL.

THEY'RE TALKING ABOUT IT FROM HERE TO THE WEST COAST AND...

I DON'T BELIEVE IT--! I TRY TO TAKE A NIGHT OFF-- AND STILL SPIDER-MAN HAUNTS ME.

TICK

1657Z

PETER PARKER-- YOU'RE NOT EVEN LISTENING TO ME--

--BUT YOU'RE GOING TO ENJOY YOURSELF TONIGHT--IF I HAVE TO FORCE YOU!

NOW C'MON-- LET'S FIND THE TICKET BOOTH.

OH, BY THE WAY... YOU'RE TREATING.

GOOD OLD MARY JANE-- NEVER A DULL MOMENT-- BUT TONIGHT, MAYBE SHE'S RIGHT!

I REALLY DO NEED TO WIND DOWN SOME-- ESPECIALLY AFTER THAT CAPER WITH THE KANGAROO!*

*SEEN IN ALL ITS DRAMATIC DETAIL IN THE AMAZING SPIDEY #126.--RT.

TIME WAS I OWNED A CYCLE OF MY OWN-- SO MAYBE I CAN GET INTO ENJOYING THIS SIDESHOW, AFTER ALL--

THERE'S OUR SEATS! HURRY UP, PETER--

--THE SHOW'S ABOUT TO START--

--AND I DON'T WANT TO MISS A MINUTE OF IT!

A HUSH FALLS OVER THE CROWD THEN-- AS THE MECHANICAL ECHO OF THE ANNOUNCER'S VOICE FILLS THE SPRAWLING HALL--

--AND, AS THE HOUSE LIGHTS DIM, HE COMES-- CHARGING FORWARD INTO A THIN SLIVER OF LIGHT--

HIS BODY IS GARBED IN SHINING BLACK LEATHER; HIS HEAD IS A BLAZING SKULL; AND HE HANDLES THE RAGING MACHINE BENEATH HIM AS IF IT WERE A SIMPLE CHILD'S TOY--

THE AUDIENCE SITS IN STUNNED SILENCE-- AND THIS IS AS IT SHOULD BE-- FOR THEY WILL WITNESS GENIUS THIS NIGHT--

--THEY WILL WATCH THE GHOST RIDER IN ACTION!

SILENCE **PREVAILS** AS THE SKULL-HEADED CYCLIST ROARS ONCE AROUND THE **ARENA**--HIS FRONT WHEEL RAISED IN RESPECTFUL **SALUTE** TO THOSE WHO OBSERVE HIM--

--UNTIL, AS IN THE OLD SAYING, THE CROWD GOES **WILD!**

LISTEN TO THAT **APPLAUSE.** THEY **LOVE** ME!

MAYBE COMING **BACK** TO THE "GARDEN" **WAS** THE RIGHT THING TO DO.

COULDN'T LET CRASH SIMPSON'S **DEATH** AND THE GHOST RIDER'S **BIRTH** KEEP ME AWAY FROM HERE **FOREVER!***

* THE FULL STORY WAS EXPLAINED IN MARVEL SPOTLIGHT #5--R.T.

**WHILE,** IN THE GRANDSTANDS...

HEY... THIS ISN'T GONNA BE **HALF** AS BAD AS I **THOUGHT**..!

DON'T KNOW **HOW** HE MANAGES THE **MAKE-UP**--

--BUT THAT **GHOST RIDER** IS ONE **IMPRESSIVE** GENT!

AND HE'S ABOUT TO BECOME A GOOD DEAL **MORE** IMPRESSIVE, PETER--AS HIS CYCLING SKILLS ARE TESTED BY...

**BUT** WHY DON'T WE LET THE **ANNOUNCER** EXPLAIN IT?

...**NOW,** FOR THE **FIRST** TIME ANYWHERE, JOHNNY BLAZE--THE **GHOST RIDER**--WILL RISK, NOT ONLY HIS **OWN** LIFE, BUT THE LIVES OF **FOUR OTHERS**--

--IN AN EXHIBITION OF MOTORCYCLE **WIZARDRY** THAT WILL ASTOUND AND AMAZE YOU!

LADIES AND GENTLEMEN, IF YOU WILL PLEASE REMAIN SEATED AND SILENT, WE PRESENT...

...THE **GHOST RIDER**... AND THE **HEADSMAN'S RUN!**

VVRROOMM!

VVRROOMM!

VVRROOMM!

HERE THEY COME... RIGHT ON SCHEDULE...

...SO I'D BETTER GET MOVING!

VRAK VAKKK VVROOMM!

THEY'RE ALL IN POSITION... NOW IT'S UP TO ME TO COME OFF THAT RAMP JUST RIGHT...

...'CAUSE IF MY TIMING IS WRONG BY HALF A SECOND...

...I'M GONNA TEAR SOMEBODY'S HEAD OFF!

HE GUNS THE MOTOR THEN-- AND HIS SLEEK MACHINE SAILS BETWEEN THE HEADS OF THOSE WHO PASS BENEATH HIM--

--ALMOST AS IF HE WERE THREADING A NEEDLE..

AND IF YOU THINK THE CROWD WENT WILD BEFORE...

LISTEN TO THEM UP THERE.

I GUESS THAT SOUND IS WHAT MAKES ALL THIS WORTH WHILE!

OKAY, MJ-- YOU WIN! I'M GLAD I CAME!

THOSE GUYS ARE FLAT-OUT SENSATIONAL!

DID YOU SAY "GUYS," PETER?

ONE OF THEM, AT LEAST, IS A GIRL-- ONE ROXANNE SIMPSON, TO BE PRECISE--

--THE DAUGHTER OF THE MAN WHO OWNED THIS SHOW BEFORE HE DIED-- AND THE LOVE OF JOHNNY BLAZE'S LIFE--

AND SPEAKING OF **LIVES**, PETER-- 'THOUGH YOURS IS TRAUMATIC, THE **GHOST RIDER'S** IS POSITIVELY **STRANGE!** FOR EXAMPLE:

HEY--**STOP!**

YOU CAN'T COME IN HERE WITHOUT A **PASS!**

**WHAT IN--?**

THAT'S WHAT **YOU** THINK, SWEETHEART--

**THWUDD!**

**UUNNGH!**

OH, YEAH? WE'LL **SEE** ABOUT THAT

**THE ORB** AND HIS MEN GO **ANYWHERE** THEY LIKE--

--AND RIGHT NOW, THEY LIKE IT **HERE!**

OKAY, MISTER-- **HOLD IT!**

DON'T FORCE ME TO **SHOOT!**

**SHOOT?** YOU'RE NOT GOING TO SHOOT **ME!**

YOU'LL JUST PUT YOUR GUN **AWAY** LIKE A GOOD FELLOW NOW, WON'T YOU?

DON'T **LOOK** AT ME LIKE THAT-- I **MEAN** IT!

I'LL **FIRE!** I SWEAR I'LL...I'LL...

...I'LL... JUST... PUT... MY... GUN... **AWAY**... LIKE... A... GOOD... FELLOW!

INSTANT CONFUSION-- AS THE MURMURING THRONG IN THE GRANDSTAND WONDERS AT THE MEANING OF THIS SUDDEN INTRUSION--

ARE THESE STRANGE NEW CYCLISTS PART OF THE ACT--?

WHY DON'T WE ASK THE GHOST RIDER?

DON'T KNOW WHAT THOSE GOONS ARE DOING HERE-- BUT I'LL NOT WAIT TO FIND OUT! ON MY CYCLE, I CAN--

JOHNNY-- DON'T!

THOSE MEN HAVE CAUSED NO REAL TROUBLE YET. DON'T YOU BE THE ONE TO START IT!

SO THE GHOST RIDER HESITATES-- AND THE BIZARRE BIKER WHO CALLS HIMSELF THE ORB CONTINUES HIS SLOW CIRCUIT OF THE ARENA--

--THE HIDEOUS GLOBE THAT IS HIS HEAD SWEEPING PAST THE CURIOUS SPECTATORS AS HE GOES--

--AND ODDLY, MYSTERIOUSLY, THOSE THE ORB HAS GAZED UPON IN HIS PASSAGE GROW QUIET-- AND UNBEARABLY STILL--

PETEY, I MAY BE CRAZY-- BUT I'VE GOT THE CREEPY FEELING SOMETHING'S WRONG DOWN THERE.

YEAH. I'VE GOT A CREEPY FEELING OF MY OWN, M.J.--

--'CAUSE MY SPIDER-SENSE IS TINGLING LIKE MAD AS THAT BIG EYE COMES NEAR!

BETTER NOT TRY TO LOOK AT IT TILL I KNOW THE WHOLE SCORE.

WOW! LOOKS LIKE THE SCORE IS-- ORB: 1 AUDIENCE: 0.

MARY JANE-- AND ALL THE OTHERS THAT EYE-GUY LOOKED AT AS HE PASSED-- ARE MESMERIZED!

THEY'RE IN A COMPLETE STATE OF TRANCE!

THERE'S ONE GREAT ADVANTAGE TO BUYING SEATS IN THE *UPPER BALCONY*--

THWIP

--NOBODY IS APT TO *SEE* YOU USE YOUR *WEBBING* TO PULL A STUNT LIKE *THIS!*

DOESN'T REALLY *MATTER,* THOUGH, THE FOLKS IN THE AUDIENCE ARE *BLOTTO*--

THWAK!

--AND THE GUYS IN THE ARENA ARE TOO *PREOCCUPIED*-- TO NOTICE ME *RUNNING* UP TO THE RAFTERS--

--BUT AT LEAST UP HERE, IT'S *DARK* ENOUGH FOR ME TO HAVE A LITTLE PRIVACY--

--WHILE I CHANGE TO A CERTAIN FRIENDLY NEIGHBORHOOD *WEB-SLINGER!*

*AND ON THE ARENA FLOOR...*

JOHNNY, PLEASE-- *COME BACK!* DON'T *DO* THIS!

I DON'T *GET* IT, GRANTED, ROXANNE'S *PURE-OF-HEART*--

--BUT SHE'S NEVER BEEN A *FANATIC* BEFORE!

WHY IS SHE SO AGAINST ME *STOPPING* THOSE CREEPS?

BUT IT LOOKS LIKE SHE NEEDN'T HAVE *WORRIED!* THESE CYCLE-STUDS ARE *PACING* ME--

--*HEDGING* ME IN SO I CAN'T GO AFTER THE BIG EYE-BALL WHO *LEADS* THEM!

*UH-OH--HE'S VEERING OFF.*

I'VE GOT THE UNCOMFORTABLE FEELING *THE ORB* IS GOING AFTER SOME-THING *HIMSELF!*

*AND WHAT THE ORB IS AFTER IS...*

NO-- *DON'T..!*

IT'S USELESS TO *STRUGGLE,* MISS SIMPSON. YOU'RE MY *PRISONER*--

--AND YOU'LL DO WHAT I *SAY!*

THAT ESCAPEE FROM AN **OCULIST'S** DISPLAY SIGN HAS GRABBED **ROCKY!** APPEARS IT'S TIME FOR ME TO GO INTO MY "**SPOOK**" ACT!

PUT DOWN THAT **GIRL**, HUMAN VERMIN--LEST YOU FEEL THE **HELL-FIRE** TOUCH OF ONE RISEN FROM THE BLAZING **DEPTHS!**

**BLAST!** THEY KEEP DODGING AND WEAVING--! I CAN'T GET **THROUGH!**

OUT OF MY **PATH**, SCUM! LET ME **PASS**-- OR KNOW ETERNAL **AGONY!**

YOU **HEARD** THE MAN, HOT-SHOT-- SO WHY NOT BE **POLITE**--

--AND GET **OUT** OF HIS **WAY?**

**THWUKK!**

**SPIDER-MAN!?!**

IN THE ADORABLE **WEBBING**, CHUM.

THE WEB-SLINGER'S SUDDEN INTRUSION HAS GIVEN ME THE **OPENING** I NEED--

--AND I'M NOT ABOUT TO **BLOW** IT!

HANG ON, ROCKY HONEY-- HERE I **COME!**

YOU SPEAK TOO **SOON**, GIRL-- **MUCH** TOO SOON!

HURRY, JOHNNY-- **HURRY!** YOU'VE **GOT** HIM NOW!

**OBSERVE!**

IF YOU SLOBS WANNA SEE THE SHOW SO BADLY, YOU OUGHTA BUY A--

OKAY, WEIRDO--THAT ABOUT DOES IT!

UNGHH!

WHUMP!

WHOK!

WATCH IT, PUNK! HIT ME IN THE BREAD-BASKET AGAIN--

--AND I'LL GIVE UP MY LUNCH-- ALL OVER YOU!

WHILE, ACROSS THE ARENA...

SLOWLY BUT SURELY, I'M CATCHING UP TO THEM.

IF NOTHING GOES WRONG, I'LL REACH THEM BEFORE THEY MAKE THE EXIT DOOR--

--IF NOTHING GOES WRONG.

BUT SOMETHING IS ABOUT TO GO VERY WRONG, JOHNNY BLAZE--

--FOR SUDDENLY--

PEOPLE... CLIMBING INTO THE ARENA...COMING BETWEEN ME AND THE ORB...

GOT TO HIT THE BRAKES HARD... PUT THE CYCLE INTO A SKID... BEFORE I KILL SOMEONE...

...BUT THE ORB IS GETTING AWAY!

SK

REEEECCHH

DON'T SWEAT IT, G.R.--ALL IS NOT LOST! MAYBE YOU CAN'T GET PAST THIS MOB--

--BUT IT WON'T STOP SPIDER-MAN!

PERHAPS, WEB-SLINGER--BUT THE GHOST RIDER CAN STOP YOU-- WITH ONE WELL-AIMED BOLT OF HELL-FIRE...

HUH? MY WEBBING-- SEVERED--

--LEAVING ME VERY HIGH-- AND NOT AT ALL DRY--

HAVE TO *TWIST* MY BODY IN MID-AIR--LAND *FEET* FIRST OR--

*MADE* IT--WITH *ZERO* TO SPARE!

NOW I THINK I'M GONNA HAVE ME A LITTLE *TALK* WITH A CERTAIN *CYCLIST.*

OKAY, HOT-HEAD--GIVE ME ONE GOOD *REASON* WHY I SHOULDN'T KNOCK YOUR FLAMING *BLOCK* OFF!

*FORGIVE* ME, SPIDER-MAN--BUT I HAD NO ALTERNATIVE.

ROXANNE IS *MY* RESPONSIBILITY--AND IF YOUR WELL-INTENTIONED ATTEMPT TO *SAVE* HER HAD BROUGHT HER *HARM* INSTEAD--

--I TRULY DON'T KNOW *WHO* I WOULD HAVE BLAMED FOR...

*WHAT--?*

JOHNNY BLAZE--CALLED THE *GHOST RIDER!* EACH OF US HAS SOMETHING THE *OTHER* WANTS--SO I OFFER YOU A *TRADE:* THE *LIFE* OF ROXANNE SIMPSON IN EXCHANGE FOR COMPLETE *OWNERSHIP* OF THE CYCLE SHOW THAT BEARS YOUR *NAME!*

YOU WILL HAVE TWO HOURS TO *CONTEMPLATE* YOUR DECISION--THEN I WILL *CONTACT* YOU AGAIN...

*AMAZING!* THE ORB'S *VOICE*--SPEAKING TO US THRU THE MOUTHS OF THOSE HE STILL *CONTROLS.*

AT LEAST *NOW* WE KNOW WHAT THIS IS ALL *ABOUT.*

THAT'S JUST *PEACHY*--BUT WHAT DO YOU PLAN TO *DO* ABOUT BUG-EYE'S *ULTIMATUM?*

THE ONLY THING I *CAN* DO, SPIDER-MAN--

--I'M GOING TO *GIVE* HIM THE *OWNERSHIP* OF THIS SHOW!

AND ON THAT DRAMATIC NOTE, LET US **TURN** FROM OUR TEAMED TWOSOME-- AND FOCUS OUR ATTENTION INSTEAD UPON A DANK, DARK, HIDDEN **CHAMBER**--

--AND THE **REST** OF OUR PECULIAR CAST--

YOU'D BETTER MAKE YOURSELVES **COMFORTABLE,** MEN.

I EXPECT WE'LL **BE** HERE FOR A WHILE.

IN WHICH CASE, I SHOULD **AWAKEN** THE SIMPSON GIRL FROM HER **TRANCE**--

-- 'THOUGH IT'S BEEN SO BEAUTIFULLY **QUIET** SINCE MY HYPNOTIC EYE PUT HER TO **SLEEP.**

OH, WELL.

**AWAKEN,** ROXANNE SIMPSON!

**SNAP!**

HUH--?

OH--IT'S **YOU!**

WHERE **AM** I? WHY HAVE YOU **DONE** THIS TO ME?

AND WHO ARE **YOU?**

WHO AM **I?** YES, I SUPPOSE IT **IS** DIFFICULT TO **RECOGNIZE** ME THRU MY SPECIAL **HELMET**--

--NOT THAT YOU **WOULD,** OF COURSE.

AFTER ALL, YOU HAVEN'T **SEEN** ME SINCE YOU WERE AN INFANT!

MY NAME IS **DRAKE SHANNON,** ROXANNE--

--AND ONCE, MANY YEARS AGO--I WAS YOUR FATHER'S **PARTNER!**

"YOUR FATHER AND I **BEGAN** YOUR CYCLE SHOW **TOGETHER**-- BUT WITH VERY **DIFFERENT** ATTITUDES. SOON, YOUR FATHER WAS CALLING ME **RECKLESS**, A **MENACE** ON WHEELS; I, IN TURN, CALLED **HIM** A WEAK-KNEED **FOOL**!

"THE PARTNERSHIP WAS OBVIOUSLY **DOOMED**-- BUT SINCE **NEITHER** OF US WANTED TO SELL OUT, WE ARRANGED THE ONLY LOGICAL **ALTERNATIVE**--

"-- A CROSS-COUNTRY **RACE** TO THE FINISH... **WINNER TAKE ALL**!

**READY**, CRASH OLD SPORT? YOUR WIFE'S ABOUT TO DROP THE GREEN FLAG.

I'LL **WAIT** FOR YOU AT THE **FINISH LINE**.

"WE'D GOTTEN **TOGETHER** BECAUSE WE WERE THE TWO **BEST** RIDERS ON THE CIRCUIT--

"-- AND THAT AFTERNOON, WE **PROVED** IT!

"FOR MILES, NEITHER OF US COULD GAIN AN **INCH** ON THE OTHER--

"-- BUT, UNLIKE YOUR FATHER, **I** WASN'T OPPOSED TO "**ARRANGING**" MY SUCCESS--

"I **SWERVED**-- TO **KNOCK** CRASH OUT OF THE RUNNING--

"-- BUT THAT ISN'T EXACTLY WHAT **HAPPENED**.

"MAYBE IT WAS A **GREASE** SLICK-- A **ROCK** IN THE ROAD--

"-- BUT CRASH KEPT **HIS** CYCLE **STEADY**-- WHILE **MINE** SKIDDED WILDLY **OUT OF CONTROL**!

"AT **95 MILES AN HOUR**, MY MOTORCYCLE **THREW** ME, ROXANNE--

"-- AND MY **MOMENTUM** SENT ME SCUTTERING ALONG THE TARMAC FOR MORE THAN 25 YARDS--

"-- ON MY FACE!

"I'D BEEN IN THE HOSPITAL **WEEKS** BEFORE THEY LET ME HAVE **VISITORS.**

"YOUR FATHER WAS THE FIRST... AND **ONLY.**

I'M **SORRY** THIS HAPPENED, DRAKE. IF THERE'D ONLY BEEN SOME **OTHER** WAY--

SURE, CRASH OLD SPORT-- YOU CAN **AFFORD** TO BE SORRY. THE CYCLE SHOW IS **YOURS**... FOR **NOW!**

BUT SOMEDAY, SIMPSON-- IT WILL BE **MINE!**

GO ON-- GET **OUT** OF HERE!

"I NEVER **SAW** YOUR FATHER AGAIN-- NEVER SAW MUCH OF **ANYONE** AFTER THAT.

"WHEN THE HOSPITAL **RELEASED** ME, I BECAME A LONER-- AN **OUTCAST,** IF YOU WILL-- SHUNNED BY PEOPLE WHEREVER I WENT--

"--UNTIL, AT LAST, I STOPPED **GOING** ANYWHERE.

I'D REACHED THE END WHEN **"THEY"** FOUND ME-- GAVE ME THIS HYPNOTIC HELMET--AND THE **COURAGE** TO RIDE A CYCLE AGAIN.

NOW, FINALLY, THAT SHOW WILL BE **MINE**--AS IT WAS **MEANT** TO BE.

THAT'S NOT **TRUE!** YOU'RE NOT **WINNING** BACK THE SHOW--

--YOU'RE **STEALING** IT!

NOT **STEALING** IT, ROXANNE-- MERELY **COLLECTING** ON A TWENTY YEAR **DEBT.** DON'T YOU THINK I DESERVE **SOME-THING?**

OH-- GASP-- NO!

AFTER ALL, WHEN THAT RACE WAS OVER, YOUR FATHER HAD **EVERYTHING**--

-- AND ALL **I** HAD WAS--

--**THIS!**

OH, YOUR FACE... IT'S HORRIBLE... HORRIBLE...

IT IS INDEED--

ENOUGH, FOUL MORTAL-- LEAVE THE GIRL ALONE!

--AND FOR TWENTY YEARS OF LIVING WITH IT, I'LL HAVE YOUR CYCLE SHOW--OR YOUR LIFE!

NOTHING LESS WILL SATISFY ME.

BLAZE-- IMPOSSIBLE! I HAVEN'T ESTABLISHED SECOND CONTACT YET.

HOW COULD YOU FIND ME HERE?

I AM CALLED THE GHOST RIDER FOR GOOD REASON, EVIL ONE.

THOSE YOU ENTRANCED AT THE ARENA HAVE, BY MY POWER, BEEN RELEASED FROM YOUR CONTROL-- WITH NO MEMORY OF WHAT HAD OCCURRED.

BUT I REMEMBER, FOUL FIEND! EARLIER, YOU PROPOSED A BARGAIN-- WHICH I NOW ACCEPT.

HERE ARE THE OWNERSHIP PAPERS YOU DEMANDED.

MAY THEY BRING YOU NO PEACE.

SORRY, BLAZE-- BUT WITH THESE PAPERS IN MY HAND, I'LL FINALLY REST EASY.

IN THIS LIFE, PERHAPS.

COME, ROXANNE-- LET US BE AWAY FROM THIS MADMAN'S LAIR.

AWAY? YOU FOOL-- DID YOU REALLY THINK I'D LET YOU WALK OUT OF HERE TO TELL THE AUTHORITIES I FORCED THE PAPERS FROM YOU?

I SUPPOSE IT WAS A FOOLISH NOTION.

WELL, IT'S THE LAST FOOLISH NOTION YOU EVER GONNA HAVE, FIRE-FACE!

OKAY, FELLAS-- ON MY COUNT-- OPEN FIRE!

ONE... TWO..

...THR...

UUNGGH!

SPIDER-MAN!?!

GEE, I DIDN'T KNOW THEY TAUGHT YOU TO **COUNT** THAT HIGH IN **REFORM SCHOOL!**

AWWW... YOU **GUESSED**-- AND I SO WANTED TO KEEP IT A **SURPRISE!**

WHICH IS WHY I HID MY **SPIDEY-TRACER** ON THE BACK OF YOUR CYCLE, CLUNK-HEAD. IT LED US RIGHT **TO** YOU!

BTOW!

EXCELLENT, SPIDER-MAN-- OUR PLAN **WORKED.**

THWOK!

FORGIVE ME, WEB-SLINGER-- YOU'RE **RIGHT!** A FEW BOLTS OF **HELL-FIRE** WILL--

SPAKT!

YOU CAN PAT YOURSELF ON THE BACK, **LATER,** HOT-SHOT--

--LIKE WHEN WE'RE **DONE** MOPPING UP HERE!

WHAT--?

THE **ORB**-- ESCAPING WITH ROXANNE--!

FOUL VILLAIN-- I'LL--!

JOHNNY, PLEASE-- **HELP** ME--!

EXCUSE MY SUDDEN DEPARTURE, SPIDER-MAN--

--BUT UNDER THE CIRCUMSTANCES, I KNOW YOU'LL UNDERSTAND--!

THUD!

BOK!

DON'T MIND ME, SPOOK-SKULL--

--I LIKE BEING LEFT TO HANDLE A HALF-DOZEN GUYS BY MYSELF--

--NOT THAT THESE PUNKS TAKE MUCH HANDLING.

THERE! ALL NICE AND NEAT. NOW, IF ONE OF YOU WOULD KINDLY LEND ME A CYCLE--?

AND INSTANTS LATER...

GOTTA GIVE ORBBY CREDIT FOR FINDING OUT-OF-THE-WAY HIDEOUTS.

AN ABANDONED POWER-ROOM ON AN EQUALLY-ABANDONED SUBWAY SPUR, NO LESS.

GUESS WITH THE HOUSING SHORTAGE AND ALL, IT WAS THE BEST HE COULD DO.

OUCH-- THIS BIG BRUISER IS MORE DIFFICULT TO CONTROL THAN THE LITTLE 200 C.C. JOB I USED TO HAVE--

--AND THESE BLAMED TRACKS AREN'T MAKING IT ANY EASIER TO--

HEY, THERE THEY ARE!

KEEP AWAY FROM ME, BLAZE-- I WARN YOU--!

THOSE WHO GAVE ME MY HELMET ALSO SUPPLIED ME WITH-- THIS!

A LASER GUN--!

C'MON, BLAZE-- MOVE IT! WE'RE GAINING ON HIM!

BLAST! CAN'T GAIN TRACTION ON THESE CRUMBLING TRACKS--!

--AND IF WE DON'T STAY WITH THE ORB-- WE MAY LOSE HIM IN THE STATION AHEAD--!

SUDDEN LIGHT-- AS A TRIO OF RAGING RACING MACHINES BURST OUT OF THE TUNNEL'S DARKNESS--

--AND ONTO THE GRITY, GARBAGE-STEWN PLAT-FORM--

--AND WOE BE UNTO ANYTHING--OR ANY-ONE--THAT STRAYS INTO THEIR PATH...

--THEN, PAST STARTLED SPECTATORS, UP A LONG FLIGHT OF CHISELED MARBLE STAIRS--

THE ORB HAS US STYMIED, WEB-SLINGER--!

AS LONG AS ROXANNE IS HIS CAPTIVE, THERE IS LITTLE WE CAN DO.

OH?

--INTO GRAND CENTRAL STATION!

"CROSS-ROADS OF THE NATION", AN OLD RADIO SHOW CALLED IT--

I FIGURE THERE'S PLENTY WE CAN DO-- IF OUR TIMING IS CORRECT.

TO COIN A CLICHÉ, HOT-HEAD--"HERE'S MY PLAN..."

--AND, TONIGHT, A BATTLEGOUND AS WELL--FOR THREE SEEMING CUNATICS, ROARING WILDLY EVER ONWARD--

THUS, MOMENTS LATER, AS THE EYE-DOMED DESPERADO ATTEMPTS TO DISSUADE HIS RELENT-LESS PURSUERS...

STAY AWAY FROM ME, FOOLS--OR DIE!

OKAY, G.R.-- NOW!

SIMULTANE-OUSLY, WEBBING STREAM AND HELL-FIRE BOLT LANCE OUT--

--WITH CALCULATEDLY SUCCESSFUL RESULTS--

WHA--? THE GIRL--! THE FIRE-BOLT DISLODGED MY HOLD ON HER--

--AND NOW SPIDER-MAN'S ACCURSED WEBBING PULLS HER FROM MY GRASP!

THEY'VE STOLEN MY EDGE.

DON'T WORRY YOUR HALLOWEEN MASK, GHOSTY-- THE GIRL'S FINE-- JUST A LITTLE SHAKEN.

I'LL STAY WITH HER-- WHILE YOU TAKE CARE OF A CERTAIN LOOSE END.

THANKS, WEB-SLINGER-- I SHALL INDEED. OH-- I THINK YOU DESERVE TO KNOW--

--I'M NOT WEARING A MASK.

THEN, INSTANTS AFTER, AS THE SPECTRAL CYCLIST OVERTAKES HIS FOE...

YOU CANNOT DESTROY ONE ALREADY BEYOND DEATH, VILLAIN.

BLAZE AGAIN-- BUT THIS TIME I'LL DESTROY--

SKACT!

HUH--? MY PISTOL-- TOO HOT TO HOLD--!

HAVE TO GET OUT OF HERE! FOR SOME STRANGE REASON, MY HYPNOTIC HELMET DOESN'T WORK ON BLAZE--

--AND WITHOUT MY LASER-GUN-- OR THE GIRL AS HOSTAGE-- HE HAS THE ADVANTAGE!

SURRENDER, FOOLISH MORTAL-- YOUR SCHEMES ARE AT AN END.

YOU CANNOT HOPE TO ESCAPE ONE FROM THE BURNING REALM BELOW.

NO-- YOU WON'T TAKE THOSE PAPERS BACK-- I WON'T LET YOU!

THE CYCLE SHOW IS MINE NOW-- MINE, DO YOU HEAR ME?

FOLLOW ME TO THE ENDS OF THE EARTH IF YOU WANT--BUT I'LL NEVER GIVE IT UP-- NEVER--!

YOU MADMAN-- COME BACK! DON'T YOU SEE WHAT'S AHEAD?

AND, WHEN THE TRAIN HAS PASSED...

NO SIGN OF THE ORB'S BODY BACK THERE. THE TRAIN MUST HAVE DRAGGED IT DOWN THE TUNNEL--

--BUT I DID FIND THESE LYING ON THE TRACK.

THERE'S A TRAIN IN THE TUNNEL.!!

NO-- NO-- AAIIEEEE!

NOTHING I CAN DO TO HELP HIM NOW--

THAT POOR, MAD FOOL! TO GO THRU ALL THAT EFFORT-- TO SACRIFICE EVERY-THING -- FOR THESE!

I'M ALMOST GLAD HE DIDN'T LIVE LONG ENOUGH TO FIND THESE PAPERS WERE WORTHLESS -- MERE FORGERIES!

NO MAN SHOULD HAVE TO KNOW HE DIED FOR A HOLLOW DREAM.

--AND ONLY INSTANTS TO SAVE MYSELF.

IF ONLY THIS TUNNEL IS HIGH ENOUGH!

FARE YOU WELL, SPIDER-MAN. PERHAPS WE WILL MEET AGAIN.

I'LL LOOK FORWARD TO IT, GHOSTY.

WAITAMINNIT-- D... DID HE SAY H-HE'S NOT WEARING A MASK?

MADE IT -- RIGHT UNDER THE WIRE.

BUT ANYTHING LEFT IN THE EXPRESS'S PATH IS FINISHED!

WHU-RASHH

SPIDEY, CAPTAIN MARVEL, AND A BRAND-NEW MENACE: "BEWARE THE BASILISK, MY SON!"

MARVEL TEAM UP

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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# MARVEL TEAM-UP™

FEATURING

# SPIDER-MAN AND CAPTAIN MARVEL™

NOT EVEN SPIDER-MAN CAN SAVE YOU! MARVEL! NO POWER CAN MATCH--THE BASILISK!

*BASILISK. (a) IN MYTHOLOGY--A SERPENT WHOSE MEREST LOOK WAS FATAL! (b) IN THIS ISSUE--A FOE WHOSE DEADLY EYES CAN TURN A MAN TO STONE!

TWO OF THE WORLD'S MIGHTIEST HEROES, VS.

## A POWER SUPERNATURAL!

# Stan Lee PRESENTS: SPIDEY and CAPTAIN MARVEL -- TOGETHER!!

LEN WEIN *AUTHOR* / GIL KANE *ILLUSTRATOR* / JIM MOONEY *INKER* / GLYNIS WEIN, *COLORIST* ARTIE SIMEK, *LETTERER* / ROY THOMAS *EDITOR*

IN CASE YOU DIDN'T **KNOW** IT, TRUE BELIEVER, THIS IS **SPIDER-MAN**--DRAMATIC, TRAUMA-TOSSED, TEEN-AGED **CHAMPION** OF JUSTICE.

THIS, ON THE OTHER HAND, IS **RICK JONES**: HE IS **ALSO** TEEN-AGED--HE **TOO** HAS HIS FAIR SHARE OF TRAUMAS--BUT THERE THE SIMILARITIES **END!**

FOR, WHILE SPIDER-MAN IS MERELY **ONE** BEING, RICK JONES **SHARES** HIS BODY--WITH A WONDROUS WARRIOR FROM THE FAR-FLUNG **STARS!**

TO PUT IT SUCCINCTLY, TRUE BELIEVER: RICK JONES IS-- **CAPTAIN MARVEL!**

"YOU'RE DOING **FINE**, RICK--JUST MAKE A **LEFT** TURN AT THE NEXT CORNER."

YOU'RE THE **BOSS**, BLONDIE--THOUGH I **STILL** THINK WE SHOULD'VE BEEN ON OUR WAY TO **SAN FRANCISCO** BY NOW.

IF THE **MENACE** YOU SENSE THERE IS AS **BAD** AS YOU SAY IT IS, WE--

"WE HAVE NO **CHOICE**, RICK."

**BEWARE THE BASILISK MY SON!**

"THE THREAT CROSS-COUNTRY IS AS **NOTHING** COMPARED TO WHAT MY KREE-BORN SENSES, MERE MINUTES AGO, DETECTED NEAR **HERE!**"

YEAH-- **ABOUT** THAT: I DON'T MIND RUNNIN' MY **FEET** OFF--

--IF I **KNOW** WHAT I'M RUNNIN' **AFTER!**

"YOU DESIRE MORE **DETAIL?** VERY WELL. THEN **CONCEN-TRATE,** RICK--"

"--CONCENTRATE-- AND ALLOW **MY** THOUGHTS TO SWELL WITHIN YOU--"

"--CONCENTRATE-- AND LET YOUR **MIND'S EYE** SEE-- THE **ALPHA-STONE!**"

WE'RE CHASIN' **THAT?** **WHY?** JUST LOOKS LIKE THE WORLD'S BIGGEST **EMERALD** IS ALL--!

**INDEED** IT **DOES,** RICK--

--**AND,** THIS VERY INSTANT, A GOODLY DISTANCE 'CROSS TOWN, THAT IS **PRECISELY** WHAT A CERTAIN GLOVED HAND BELIEVES IT IS **REACHING** FOR--

**EASY** NOW, ELKS.

DON'T **SCREW UP** AGAIN.

JUST ONE GOOD SHARP **RAP** WITH THE FLASH-LIGHT AND--

**CRASH!**

**THERE!** IT'S **DONE!**

THIS GLEAMIN' LITTLE BABY IS **MINE NOW-- MINE!**

JUST **LOOK** AT IT-- GOTTA BE WORTH A **HUNDRED THOU** AT LEAST.

AND THOSE BUMS BACK IN THE **"PEN"** FIGGERED I'D NEVER **GET** NOWHERE--!

IF THEY COULD ONLY BE HERE TO **SEE** ME--!

ME--BASIL ELKS--"BASILISK", THEY CALLED ME, LIKE THE LEGENDARY BEAST--WHOSE GLANCE COULD TURN MEN INTO STONE--

--'CAUSE IT WAS SO FEARSOME--WHILE I WAS SUCH A SHLUMP!

WELL, LET'S SEE 'EM LAUGH AT ME NOW!

I MEAN--I JUST STOLE THE GRAN'DADDY OF ALL EMERALDS--

--GLOWING--THROBBING--PULSATING LIKE IT HAD A LIFE OF ITS OWN!

WHY, WITH THIS GEM, I COULD--

HOLD IT!

HUH?

I SAID: HOLD IT--AND I MEANT IT!

VISITOR'S HOURS IN THIS MUSEUM HAVE BEEN OVER SINCE SUNDOWN!

THE GUARD--!? BUT HIS ROUNDS WEREN'T S'POSED TO BRING HIM BACK TO THIS WING FOR FIVE MORE MIN--!

OH...NO...I SPENT THOSE FIVE MINUTES GLOATING.

HE TAKES ME IN--AND IT'S BACK TO 'STIR' PERMANENTLY--BACK TO THE JEERS--THE RIDICULE--!

UH-UH, PAL--NO CHANCE! I BEEN A LOSER TOO LONG.

AINT NOBODY GONNA LAUGH AT ME AGAIN!

DON'T DO IT, MISTER--I'M WARNING YOU--!

YOU PULL ANYTHING--AND I'LL SHOOT!

THEN YOU BETTER SHOOT, CHUM.

NOBODY'S EVER TAKIN' ME BACK TO PRISON ALIVE!

IN THAT CASE, MISTER--

--YOU DON'T LEAVE ME MUCH CHOICE!

BLAM!

HUH? HE MISSED ME--

BULLET HIT THE EMERALD INSTEAD--!

SPRACK!

BUT EVEN AS THE TERRIFIED BASIL ELKS THINKS THESE STARTLED THOUGHTS, HIS WORLD ERUPTS AROUND HIM--

--WAVES OF TREMENDOUS FORCE RIPPLE THROUGH THE STAID MUSEUM CHAMBER--

--AND WHEN THE DUST THUS UNSETTLED CLEARS, AMAZINGLY, BASIL ELKS STILL STANDS--

--BUT HE IS NOT QUITE THE SAME BASIL ELKS AS BEFORE--

YET, IN THE CHAMBER'S MUSTY DARKNESS, NEITHER MAN REALLY NOTICES THIS AS--

NO--THE GUARD'S GRABBED UP HIS GUN--

--AND HEAVEN ONLY KNOWS WHERE THE EXPLOSION BLEW MINE!

HE'S GOING TO SHOOT ME--BUT I DON'T WANT TO DIE! I DON'T--!

PLEASE--DON'T KILL ME! STOP--

--FREEZE WHERE YOU ARE!

A PETRIFIED PLEA, SPILLED FROM TREMBLING LIPS--

--UNEXPECTEDLY ANSWERED BY TWIN SHAFTS OF POWER THAT LANCE FROM WIDENED EYES--

WHA--? I--I DON'T UNDERSTAND--!

THE GUARD'S FROZEN TO THE SPOT--! I MEAN--REALLY FROZEN!

MY EYES--!?!

THOSE STRANGE RAYS FROM MY EYES-- THEY ACTED UPON MY PLEA--BUT HOW?

WH-WHAT'S HAPPENED TO ME--?

HUH? MY REFLECTION IN THAT ANTIQUE MIRROR--!

LOOK AT ME-- MY CLOTHES IN TATTERS--MY FLESH SICKLY PALE--MY EYES SO HUGE AND GLOWING!

THAT EXPLODING GEM--IT CHANGED ME SOMEHOW-- TURNED ME INTO SOMETHING MORE THAN HUMAN--!

BUT IS THE POWER IN MY EYES PERMANENT OR...

YES, IT IS! I NEED ONLY THINK OF IT-- AND THE RAYS SHOOT OUT AGAIN--

--TRANSFORMING THAT ANCIENT SUIT OF ARMOR-- RESHAPING IT INTO A COSTUME--

--A UNIFORM FOR ME!

FOOLS LAUGHED AT ME IN PRISON-- BUT THEY'LL NEVER LAUGH AGAIN--

--FOR NOW I AM WHAT THEY ALWAYS SAID I WAS--

--NOW I AM TRULY-- THE BASILISK!!

AND IN CASE YOU'RE WONDERING ABOUT A CERTAIN WEB-SLINGER, LET'S SHIFT THE SCENE A HALF-BLOCK NORTH--

SLOW DOWN, PARKER--YOU'VE GOT TEN WHOLE MINUTES TO CATCH THE LAST SHOW.

MAN, AM I LOOKING FORWARD TO THIS. HAVEN'T SEEN A MOVIE IN SO LONG, I PROBABLY COULDN'T TELL CLINT EASTWOOD FROM LINDA LOVELACE.

GUESS MISSING MOVIES IS ONE OF THE DRAW-BACKS OF BEING SPIDER-MAN--ONE OF THE LESSER DRAWBACKS.

LISTING THE MAJOR ONES WOULD TAKE ME THE REST OF THE--

HOKAY--THAT'S ABOUT ENOUGH OF THAT. I SAID I WAS GONNA TAKE TONIGHT OFF--AND I MEANT IT!

NO MELANCHOLY SOLILOQUIES--NO SELF-PITY--

NO CHANCE, PARKER!

YOU TAKE A NIGHT OFF? NO CHANCE AT ALL!

THWAROOMM!!!

WHAT IN--? THE MUSEUM WALL--BURSTING OUTWARD--!

EITHER THEY'VE COME UP WITH A STRANGE NEW WAY OF RENOVATING THE PLACE OR--

UH HUH--I KNEW THINGS WERE GOING TOO WELL TO LAST.

POWER! SUDDENLY I SENSE POWER LIKE THAT WHICH MADE ME WHAT I AM--!

SOMEWHERE IN THIS CITY, THERE MUST BE ANOTHER GEMSTONE WAITING TO BE FOUND!

THEN I WILL FIND IT--AND THE BASILISK WILL RULE SUPREME!

THE BASILISK, HUH?

WELL, SO MUCH FOR THE LATE SHOW AT THE BIJOU.

LOOKS LIKE IT'S TIME FOR PETER PARKER TO RETIRE FOR THE NIGHT--

--AND LET SPIDER-MAN PUT ON A LITTLE SHOW OF HIS OWN!

HEY, I'VE REALLY GOT *COSTUME-CHANGING* DOWN TO A *SCIENCE.*

OL' BASIL-BOY DIDN'T EVEN HAVE TIME TO REACH THE *CORNER* WHILE I WAS SCRAMBLING AROUND IN THE *BUSHES.*

WELL--GUESS IT'S TIME TO MAKE MY *GRAND ENTRANCE.*

'SCUSE ME, CHUM--BUT THE FOLKS BACK AT THAT *MUSEUM* WANNA *TALK* TO YOU!

LITTLE MATTER OF A *WALL* YOU WRECKED--

--AND LORD ONLY ONLY KNOWS WHAT ELSE IS *INSIDE.*

*SPIDER-MAN!!*

STAY *AWAY* FROM ME, FOOL!

YOU DEAL WITH NO COMMON *BURGLAR* NOW--

--BUT WITH A BEING WHOSE SLIGHTEST *GLANCE* CAN *DESTROY* YOU!

*FORGET* IT, CHUCKLES!

*WHUTT!*

DON'T KNOW EXACTLY WHAT THOSE *EYES* OF YOURS CAN *DO* TO ME--

*THWAMM!!*

--BUT I DON'T INTEND TO FIND OUT THE *HARD* WAY!

NEVERTHELESS, SPIDER-MAN-- YOU *WILL* FIND OUT!

*LOOK* AT ME! LOOK *CLOSELY*--

SO YOU CAN SET *ME* AFLAME LIKE YOU DID THAT *LAMP-POST?*

*SORRY,* SWEETHEART-- BUT I CAN'T *OBLIGE!*

THWUPP!

*WHA--?* INSECT, DO YOU THINK COVERING MY EYES WILL *DEFEAT* ME?

GUESS *NOT*--THOUGH YOU HAVE TO ADMIT IT WAS A *NICE* TRY.

PERHAPS-- BUT *I* WILL DO MORE THAN *TRY,* WALL-CRAWLER--

SPAKK!

BWOOM!

--I WILL *SUCCEED*--

--WHERE THE KINGPIN--THE VULTURE-- THE GREEN GOBLIN--ALL *FAILED!*

THRUDD!

*THERE!* YOU *FALL*--

--AND YOU WILL NOT *LIVE* TO RISE *AGAIN!*

IT APPEARS THE BASILISK WILL *BEGIN* HIS CAREER--

--BY *DESTROYING* THE FAMOUS *SPIDER-MAN!*

NOW, THROUGH THE MIRACLE OF ARTISTIC LICENSE, WE TAKE YOU BACK IN TIME A MERE FIFTEEN SECONDS--

--AS THE BY-NOW ALMOST-FORGOTTEN RICK JONES ROUNDS A GRIMY STREET CORNER--

--TO DISCOVER--

SPIDER-MAN--ABOUT TO BE WASTED BY SOME COSTUMED REFUGEE FROM A REPTILE FARM.

"QUICKLY, RICK--BEFORE IT'S TOO LATE--SLAM THE NEGA-BANDS UPON YOUR WRISTS TOGETHER--"

I KNOW, BLONDIE--TIME TO DO THE ATOM-SWITCHING BIT THAT WILL RELEASE YOU FROM YOUR NEGATIVE ZONE PRISON.

WELL--HERE GOES NOTHING.

WHEN THE GLEAMING METALLIC BANDS ARE STRUCK TOGETHER, THEY RING--WITH THE ECHO OF A THOUSAND ANCIENT GONGS.

FOR AN INSTANT, THE AIR SHIMMERS WITH ELECTRICAL HEAT--AND WHEN IT CLEARS, RICK JONES IS GONE!

IN HIS PLACE STANDS--CAPTAIN MARVEL!

ALL YOU HAVE JUST WITNESSED HAS TAKEN NO MORE THAN A MOMENT--

--LONG ENOUGH FOR TWIN BEAMS OF LETHAL FORCE TO BE LAUNCHED--

--BUT NOT QUITE LONG ENOUGH FOR THEM TO REACH THEIR INTENDED TARGET--

WHAT--? ANOTHER COSTUMED CRETIN-- COME TO THE WEB-SLINGER'S RESCUE--!

SPIDER-MAN'S STUNNED--! MUST GIVE HIM TIME TO RECOVER--!

THE NAME IS MAR-VELL, BUG-EYED ONE--

--OR CAPTAIN MARVEL, IF YOU PREFER--

BTOW!

--BUT EITHER WAY, I DO NOT LIKE TO BE CALLED A "CRETIN"!

CRETIN? I NEVER KNEW THAT WORD BEFORE. THE EXPLOSION HAS INCREASED MY INTELLIGENCE AS WELL.

IMAGINE WHAT MY ABILITIES WILL BE ONCE I SECURE THE SECOND GEM.

BUT FIRST I MUST DEAL FINALLY WITH THESE TWO.

THOSE BEAMS FROM HIS EYES-- TURNED THE SIDEWALK BENEATH ME INTO SOME FORM OF-- QUICKSAND--

--IT'S PULLING--SUCKING ME DOWN INTO THE STREET--!

HAVE TO CONCENTRATE-- MUST FOCUS MY INTERNAL ENERGIES ON LEVITATION--

--ON FREEING MYSELF FROM THIS HUNGRY EARTH--

--AND IT IS DONE!

I AM *NOT* THE CAPTAIN MARVEL THAT *ONCE* I WAS, VILLAIN. NO LONGER DO I ACTIVELY *SEEK* COMBAT--

--BUT YOU HAVE SORELY *INJURED* SPIDER-MAN-- ATTEMPTED TO *MURDER* *ME*--

--AND YOU MUST *NOT* BE ALLOWED TO *PERSIST!*

SKAKKT!

:UUNNGGH: HE'S MORE *POWERFUL* THAN I SUSPECTED--!

DESTROYING HIM AND SPIDER-MAN COULD TAKE THE WHOLE *NIGHT*--AND I *DON'T* HAVE TIME TO *SPARE* RIGHT NOW--!

I'LL DEAL WITH THEM *LATER* --ONCE I'VE *FOUND* THAT SECOND *GEMSTONE!*

*REMARKABLE!* HIS OPTIC BEAMS *THRUST* HIM SKYWARD AS IF THEY WERE *ROCKET ENGINES*--

--BUT THERE IS NOWHERE THE BASILISK CAN *GO*--

--THAT *MAR-VELL* CANNOT *FOLLOW!*

*WHAT*--? CAPTAIN MARVEL--*PURSUING* ME--!

THE *FOOL*--I GAVE HIM A CHANCE TO *SURVIVE* THIS NIGHT--

--BUT NOW, WHATEVER BEFALLS HIM IS HIS OWN *FAULT!*

THE BASILISK'S GLANCE HAS *SOLIDIFIED* THE AIR AROUND ME--HOLDING ME *IMMOBILE* LIKE A FLY TRAPPED IN *AMBER*--!

*CAUGHT* LIKE THIS, I CANNOT *SUSTAIN* MY FLIGHT--

--AND FROM THIS HEIGHT, A FALL COULD *KILL* ME!

LIKE A HUGE DEAD WEIGHT, THE ENTRAPPED FORM OF THE SPACE-BORN SUPER-HERO PLUMMETS GROUNDWARD--

--THEN A FAINT THWIPPING SOUND FILLS THE AIR--

--AND SUDDENLY--

BY THE CODE OF THE KREE--!

SPIDER-MAN'S WEBBING HAS SPUN A NET ACROSS THE STREET BELOW ME--!

HE'S BROKEN MY FALL--

--BUT BREAKING OUT OF THIS SUFFOCATING PRISON IS SOMETHING ONLY I CAN DO.

NO QUESTION OF CONCENTRATION NOW--NO FOCUSING OF WILL POWER--

--JUST A MATTER OF TENSING MY MUSCLES TO THEIR SNAPPING POINTS AND--

SPRA

CKT

--I'M FREE!

YEAH--SO I NOTICED!

GUESS THAT MAKES US EVEN FOR YOUR SAVING MY HIDE A FEW MINUTES BACK, HERO.

BY THE WAY--YOU WOULDN'T HAVE ANY IDEA WHAT THIS BASILISK MESS IS ABOUT, WOULD YA?

I FEAR I KNOW EXACTLY WHAT IT IS ABOUT, SPIDER-MAN.

LISTEN CLOSELY--AND I WILL EXPLAIN AS BEST I CAN...

"THE TALE BEGINS COUNTLESS LIGHT-YEARS FROM THE WORLD YOU CALL EARTH--

"--DEEP IN THAT SECTOR OF THE COSMOS RULED BY MY MOTHER-RACE--THE STAR-BLESSED KREE.

"IT BEGINS UPON A GREAT GLEAMING SPACE-CRAFT, HURTLING THRU THE HEAVENS WITH A MOST DEADLY CARGO--

"--TWO BRILLIANT GEMS: THEIR NAMES WOULD BE UNPRONOUNCABLE TO YOU, SPIDER-MAN--BUT TRANSLATED FREELY INTO YOUR LANGUAGE, THEY WOULD BE CALLED--

"--THE ALPHA--AND OMEGA-STONES!

"THE SHIP WAS TAKING THE GEMS TO BE **DESTROYED** IN THE HEART OF A DISTANT SUN--WHEN THE **INCIDENT** OCCURRED.

"ONE OF THE CREWMEN, MADDENED BY LUST FOR **POSSESSION** OF THE STONES, **SLEW** THEIR GUARDS--

"--AND SET ABOUT TO STEAL THEM.

"HE PLANNED TO **ESCAPE** THE KREE-SHIP IN A SMALL LIFE-CRAFT, SELL THE GEMS ON SOME FAR-FLUNG WORLD--AND LIVE IN **LUXURY** FOR THE REST OF HIS DAYS.

"THOSE, AT LEAST, WERE HIS **INTENTIONS.**

"HE DID NOT **LIVE** LONG ENOUGH TO CARRY THEM **OUT.**

"YOU SEE SPIDER-MAN, THOSE GEMS WERE TO BE OBLITERATED FOR A **REASON**--FOR POWER SUCH AS THEY BESTOW IS MORE THAN EVEN A **KREE** CAN HANDLE WITH IMPUNITY.

"THE LIFE-CRAFT WAS STILL IN SIGHT OF THE MOTHER-SHIP WHEN IT **EXPLODED,** BRIGHTENING THE HEAVENS FOR AN INSTANT WITH A PAROXYSM OF **LIGHT.**

"THE GEMS WERE THOUGHT **DESTROYED** --BUT OBVIOUSLY THEY WERE **NOT.**

"FOR A TIME, THEY MUST HAVE **DRIFTED** THRU SPACE--THEN, BY THE GREATEST COINCIDENCE, LANDED **HERE**--

"--UPON YOUR WORLD."

SOMEHOW, A SHORT WHILE AGO, MY KREE-BRED SENSES DETECTED THE PRE-SENSE OF **ONE** GEM IN THE MUSEUM NEARBY--THE **ALPHA-STONE** THAT SUPPLIES THE **BASILISK** WITH HIS POWER.

APPARENTLY, HE'S GONE IN SEARCH OF THE **SECOND** GEM--BUT HE MUST **NOT** BE ALLOWED TO **POSSESS** IT!

**SAYING** SO IS **ONE** THING--BUT JUST WHAT DO YOU FIGURE WE CAN **DO** ABOUT IT?

WE **FOLLOW** HIM, SPIDER-MAN--FOR MY SENSES ARE NOW **ATTUNED** TO THE BASILISK'S ALPHA-STONE-SPAWNED **VIBRATIONS.**

THEN **LEAD ON,** MAC-MARVEL. I'M **WITH** YA ALL THE WAY.

TIMELY SCENE SHIFT: FROM THE UPPER WEST SIDE TO THE HEART OF NEW YORK'S FINANCIAL DISTRICT--

SPECIFICALLY, WALL STREET--A CERTAIN QUIET CONSTRUCTION SITE--AND ITS LONELY NIGHT WATCHMAN...

DEAR MARTHA-- MARRIED TO THE WOMAN FOR 23 YEARS --AND SHE STILL DON'T KNOW HOW TO MAKE COFFEE.

IF THIS TASTES LIKE THE BATTERY ACID SHE FIXED ME LAST NIGHT, I'LL--

SCRUFFF!

HUH? SOUNDS LIKE SOMEBODY ON THE LOT--!

IF IT'S THEM FOOL KIDS AGAIN, I'M GONNA--

WHA--? AINT NO KIDS--IT'S A MAN... I THINK.

BUT HE'S STILL GOT NO CALL TO BE HERE--!

IT'S HERE--I'M CERTAIN OF IT! MY BODY FAIRLY TINGLES WITH ITS PRESENCE.

I CAN SENSE THE GEM IN THE GROUND BELOW ME--

--JUST AS I CAN SENSE THE APPROACH OF A NEW--ALBEIT MINOR-- ANNOYANCE.

THIS IS PRIVATE PROPERTY, MISTER.

JUST MOVE ALONG QUIETLY NOW--AN' YOU WON'T BE HARMED.

YOU HARM ME? PRESUMPTUOUS FOOL--

SWEET SADIE--! THEM RAYS FROM HIS EYES--

SHHUMPSHH!

THEY MELTED MY GUN--!

IF THERE IS ANY HARM TO BE DONE HERE, OLD MAN--

--IT WILL BE DONE BY THE BASILISK!

NO... NOOOO!!

TO AVOID OFFENDING YOUR SENSIBILITIES, TRUE BELIEVER, WE'LL TURN AWAY FOR A MOMENT FROM THAT SCENE OF IMPENDING VIOLENCE--

--AND FOCUS ONCE MORE UPON YOU KNOW WHO...

FOR ONE WHO CANNOT FLY, SPIDER-MAN--YOU SEEM TO HAVE LITTLE TROUBLE PACING ME AT MY GREATEST SPEED.

CHALK IT UP TO PRACTICE, CAPTAIN--I'VE BEEN DOING THIS FOR A WHILE NOW.

HOW WE DOING REGARDING THE BASILISK?

WELL IT SEEMS, SPIDER-MAN. HIS VIBRATIONS GROW EVER STRONGER.

BUT PRAY WE REACH HIM BEFORE HE LOCATES THE SECOND STONE--FOR WITH THE POWER HE'LL THEN GAIN, HE COULD EASILY--

--DESTROY THE WORLD! THAT'S WHAT I SHOULD DO ONCE MY EYE-BEAMS EXCAVATE THAT SECOND GEM--

--BUT IT WOULD BE SUCH SWEET IRONY FOR ME TO RULE THE WORLD INSTEAD--

--AND MAKE THOSE WHO'VE SCORNED ME ALL MY LIFE GROVEL AT MY FEET!

IT'S DELICIOUS--THE PERFECT PLAN--!

NEED WE SAY ANYTHING HERE ABOUT THE BEST-LAID PLANS OF MICE AND BASILISKS...?

THERE HE IS, SPIDER-MAN--!

HE MUST BE--STOPPED--BEFORE HE UNEARTHS THE OMEGA-STONE!

THEN WE'D BETTER GET MOVING, MARVEL.

HEADS UP, BASIL-BOY--YOU'VE GOT YOURSELF SOME COMPANY!

BUT EVEN AS THE WEB-SLINGER SPEAKS, THE ONE CALLED BASILISK IS TURNING HIS JAUNDICED HEAD...

SHUNGG!

I DON'T KNOW HOW YOU FOUND ME HERE, WALL-CRAWLER--

--BUT YOU'LL NOT LIVE TO INTER-FERE WITH MY PLANS!

UH-OH-- HE'S FIRING THOSE COCK-EYED EYE-BEAMS OF HIS AGAIN--

--BUT THEY MISSED ME BY THE PROVERBIAL MILE--

--OR DID THEY?

THOSE RAYS TURNED THE STEEL NECK OF THIS CRANE INTO RUBBER-- BENDING UNDER MY WEIGHT--

--ONLY TO SNAP FORWARD AGAIN LIKE A SLINGSHOT-- SENDING ME SAILING OVER THE CITY--!

IF I DON'T FIND SOME-THING TO SNAG ON TO-- IT'S GONNA BE ONE HECK OF A LANDING!

BUT WHILE THE WEB-SLINGER HURTLES OVER THE ROOFTOPS, HIS STAR-BORN COMPANION HURTLES ACROSS THE LOT...

STAND AWAY FROM THAT PIT, BASILISK!

THE OMEGA-STONE IS NOT YOURS TO OWN!

PERHAPS--BUT YOU'LL NEVER STOP ME FROM TAKING IT!

THWAM!

THAT REMAINS TO BE SEEN, VILLAIN!

THE BASILISK IS *DAZED*--

--SHOULD BE OUT OF ACTION LONG ENOUGH FOR ME TO *UNEARTH* THE OMEGA-STONE *MYSELF*--

--AND SEND IT WHERE HE'LL NEVER BE ABLE TO LAY HIS *HANDS* ON IT *AGAIN!*

I CAN *SENSE* IT--INCHES BELOW THE SOIL--WHERE IT *IMBEDDED* ITSELF UPON *LANDING.*

A SHAME THE *ALPHA-STONE* COULD NOT HAVE REMAINED *BURIED* AS WELL--

--THEN *NONE* OF THIS MIGHT EVER HAVE HAPPENED.

NO--MY *GEM*-- I WON'T LET YOU *STEAL* IT FROM ME!

THE EYES OF THE BASILISK WILL *INCINERATE* YOU FIRST!

NOW YOU WOULDN'T WANNA DO *THAT,* BASIL-BOY--

*BTOW!*

--BURNING SUPER-HEROES ARE ALMOST *IMPOSSIBLE* TO *EXTINGUISH!*

ASK *JOHNNY STORM* IF YOU DON'T BELIEVE *ME.*

I'LL *KILL* YOU FOR THAT!

THAT'S IT, SPIDER-MAN-- KEEP HIM *BUSY!*

IT WILL TAKE ME ONLY A FEW MORE SECONDS TO *UNCOVER* THE OMEGA-STONE.

"KEEP HIM BUSY." SURE--THAT'S EASY FOR MARVEL TO SAY--

THWIPP!

--BUT WHAT WOULD HE DO IF MY WEBBING HADN'T BROKEN MY FALL A FEW BLOCKS FROM HERE?

OH, WELL--AS SOMEBODY ELSE ONCE SAID--"THAT'S THE BUSINESS!"

RRUNNK!

WHAT--? HE'S GOING TO DROP THOSE STEEL GIRDERS UPON ME.

NO TIME FOR ME TO USE MY EYE-BEAMS--

WHARASH!

--BUT THAT WEB-SLINGER WILL SOON LEARN THEY ARE NOT MY ONLY ABILITY--

--LIGHTNING-SWIFT AGILITY IS ANOTHER!

THEN THE BATTLE ROYAL CONTINUES--AS CAPTAIN MARVEL'S URGENT TASK REACHES ITS END...

THERE! I SEE IT BENEATH ME--PULSATING--GLOWING!

SO THIS IS WHAT MEN HAVE DIED FOR. I CAN SEE WHY!

IT'S SO STRANGELY BEAUTIFUL--THROBBING AT MY TOUCH AS IF--

BY THE SEVEN STARS! THE GEM IS--GROWING--SO LARGE I CAN NO LONGER HOLD IT--!

IN SOME STRANGE MANNER, THE OMEGA-STONE IS REACTING TO MY TOUCH!

--GROWING *LARGER*-- STILL *LARGE*-- *WHAT--?*

MY *LEG*--I'M BEING *DRAWN* INTO THE GEM--!

SOMEHOW THE OMEGA-STONE IS *FEEDING* ON MY KREE-ENERGIES TO INCREASE ITS *SIZE*--!

GOT TO PULL *FREE* BEFORE--

*TOO LATE!!* THE GEM HAS *SWALLOWED* ME--I CAN BARELY *MOVE!*

IF ONLY SPIDER-MAN *NOTICES* MY PLIGHT IN TIME--!

*AND THE WEB-SLINGER DOES...*

HEY, I THINK WE'RE FIGHTING OVER A *LOST* CAUSE, BRIGHT-EYES.

TAKE A *LOOK!*

THE SECOND *GEMSTONE*-- A *RUBY*-- WITH CAPTAIN MARVEL *INSIDE*--!

THE KREE-MAN HAS *DONE* SOMETHING TO IT! HE'S-- *WAIT!*

SOMETHING'S *WRONG!*

THE GEM'S SHIMMERING-- *GLOWING*--

*--GONE!!*

YOU MAY HAVE OUTWITTED ME *THIS* TIME, SPIDER-MAN--

--BUT THE BASILISK WILL BE *BACK!*

*OUTWITTED* HIM? I DON'T EVEN KNOW WHAT'S *GOING ON!*

NOT WORTH GOING *AFTER* THE BASILISK--NOT WITH THE SECOND GEM *GONE*--

--TAKING CAPTAIN MARVEL *WITH* IT?

SOMEHOW I *DON'T* THINK MARVEL WANTED TO *GO*-- BUT WHAT CAN *I* DO TO *HELP* HIM?

WHAT CAN I DO ABOUT *ANYTHING?*

*WE'LL LEARN THE ANSWER TO **THAT** NEXT ISSUE, TRUE BELIEVER--WHEN OUR WONDROUS WEB-SLINGER AND THE REMARKABLE **MISTER FANTASTIC** JOIN FORCES TO BATTLE...*

**"CHAOS AT THE EARTH'S CORE!"**

MARVEL TEAM UP

MARVEL COMICS GROUP™

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# MARVEL TEAM-UP

FEATURING

# SPIDER-MAN AND MISTER FANTASTIC

THE MOLE MAN STRIKES BACK!

# Stan Lee presents: SPIDEY AND MR. FANTASTIC--TOGETHER!™

LEN WEIN WRITER * GIL KANE ARTIST * EVERYBODY! INKERS * GLYNIS WEIN COLORIST * JEAN IZZO LETTERER * ROY THOMAS EDITOR

## CHAOS AT THE EARTH'S CORE!

IMAGINE THE SENSATION: WEB-SLINGING YOUR WAY HIGH ACROSS THE ISLAND METROPOLIS CALLED MANHATTAN...

THERE IT IS-- THE BAXTER BUILDING-- HEADQUARTERS OF THE FANTASTIC FOUR!

BETTER PRAY THE GENT I'M CALLING IS HOME TONIGHT--

--OR A GOOD MAN-- HECK, MAYBE THE WHOLE BLAMED WORLD-- IS DOOMED!

PERHAPS YOU WOULD ENJOY THE SHARP STING OF THE CRISP EVENING AIR AGAINST YOUR CRIMSON-COWLED FACE-- THE EXCITED PULSE OF BLOOD RACING WILDLY THRU YOUR VEINS--THE NERVE-TINGLING THRILL OF DANGER AND ADVENTURE --

PERHAPS-- IF YOUR MISSION THIS NIGHT WAS NOT ONE OF MORE THAN LIFE AND DEATH--

PERHAPS-- IF YOUR NAME WAS NOT-- SPIDER MAN!

OKAY, NOW ALL I'VE GOTTA DO IS FIND A WAY *INTO* THIS--

*HEY*-- LOOKS LIKE SOMEBODY LEFT A *WINDOW* OPEN.

VERY *CARELESS* OF THEM--

--BUT I SUPPOSE THEY *DON'T* EXPECT MANY VISITORS TO DROP IN UNEXPECTEDLY ON THE *34TH FLOOR.*

WELL, SURPRISE, *SURPRISE*-- SOMEBODY JUST *HAS!*

*UH-UH, WEB-SLINGER-- THE SURPRISE IS ON YOU--*

*--FOR YOUR SUDDEN ENTRANCE HAS ACTIVATED A HIDDEN ELECTRONIC EYE--*

*--TRIGGERING THE RELEASE OF--*

*STEEL CABLES--* SHOOTING OUT OF THE VERY *WALLS!*

THEY SEEM DRAWN TO MY *BODY HEAT--* TRYING TO WRAP ME IN A METALLIC *COCOON--!*

SORRY, LITTLE CABLES -- BUT IT JUST WON'T *WORK!*

NO MATTER HOW *HARD* YOU TRY-- YOU CAN'T TURN A SPIDER INTO A *BUTTER-FLY!*

*SNAPT!*

*RRACT!*

ALL RIGHT, WALL-CRAWLER-- THAT'S *ENOUGH!*

KEEP IT UP AND YOU'LL TEAR THE WHOLE *PLACE* DOWN!

*WHO--?*

WEB-SLINGER, IF BY NOW YOU DON'T RECOGNIZE *MISTER FANTASTIC*--

--THERE'S SOMETHING VERY *WRONG* WITH YOU.

NOW STAY *STILL* A MOMENT--AND LET ME *RELEASE* YOU.

THAT *EQUIPMENT* YOU'RE DESTROYING COST *MORE* THAN I WANT TO *THINK* ABOUT.

MAN, TALK ABOUT A *BOARDING-HOUSE REACH*..!

I'M IN NO MOOD FOR YOUR SO-CALLED "*HUMOR*" RIGHT NOW, SPIDER-MAN.

IF YOU'RE LOOKING FOR THE *HUMAN TORCH*, YOU'VE *WASTED* YOUR TIME-- JOHNNY'S *GONE*.

IN FACT... *EVERYONE* IS GONE!

THE *FANTASTIC FOUR* NO LONGER *EXISTS*!

*HUH?* HEY, IN CASE YOU HAVEN'T CHECKED A *CALENDER* LATELY, RICHARDS-- IT'S *OCTOBER*!

*APRIL FOOL'S DAY* WAS *MONTHS* AGO.

THIS IS NO *JOKE*, WEB-SLINGER.

WE ALL HAD A *DIFFERENCE OF OPINION* OVER-- ER-- A *PERSONAL* MATTER--*

--AND NOW JOHNNY-- BEN-- MY WIFE, SUE-- HAVE GONE THEIR *SEPERATE* WAYS.

*A VERY PERSONAL MATTER--DESCRIBED IN DETAIL IN *FANTASTIC FOUR #141*.-- HISTORIAN ROY.

I'M TRULY SORRY TO *HEAR* THAT, RICHARDS-- BUT IT DOESN'T *CHANGE* A THING.

I DIDN'T COME HERE TO SEE *JOHNNY STORM*--

I CAME TO SEE *YOU*!

*ME*? WHAT THE DEVIL *FOR*?

*THAT* IS A LONG, DRAWN-OUT STORY--

--BUT I'LL TRY TO FILL IN THE *DETAILS* AS QUICKLY AS I CAN.

GO ON, WEB-SLINGER-- I'M *LISTENING*..

--THOUGH HEAVEN ONLY KNOWS *WHY*.

IT STARTS WITH A GENT NAMED CAPTAIN MARVEL WHO--

NO, ACTUALLY IT STARTS BEFORE THAT--

"--WITH TWO GEMS OF UNIMAGINABLE POWER--THE ALPHA- AND OMEGA-STONES--

"--GEMS THAT BLEW UP A KREE STARSHIP, THEN DRIFTED THRU SPACE--

"--AND EVENTUALLY LANDED ON EARTH.

"SOME TWO-BIT HEISTMAN FOUND THE ALPHA-STONE--AND USED IT TO BECOME A SUPER-VILLAIN CALLED --THE BASILISK!

"MARVEL AND I TRACKED BASIL-BOY TO A WALL STREET CONSTRUCTION SITE--

"--AND WHILE I HASSLED WITH HIM--

"--MARVEL GOT HIS HANDS ON THE OMEGA-STONE...

THERE'S SOMETHING WRONG WITH THE GEM--

IT'S THROBBING AT MY TOUCH--

--GROWING--

"THAT WAS THE UNDERSTATEMENT OF THE YEAR--

"--FOR, WITHIN INSTANTS, THE GEM HAD GROWN SO HUGE, IT SWALLOWED MARVEL UP COMPLETELY--

"--AND AN INSTANT AFTER THAT, IT DISAP-PEARED!

"THEN, THE BASILISK TOOK OFF AND LEFT ME HOLDING THE BAG--

"--AN EMPTY BAG!"

AND THAT'S WHY I'M *HERE*, RICHARDS--

CAPTAIN MARVEL HAS *VANISHED* --AND I HAVEN'T THE FAINTEST IDEA OF HOW TO *FIND* HIM--

--BUT I FIGURE THE MOST CELEBRATED *SCIENTIST* ON EARTH *MIGHT!*

I'M SORRY, SPIDER-MAN-- BUT I CAN'T *HELP* YOU.

CAN'T-- OR *WON'T?*

LOOK, RICHARDS -- I UNDERSTAND HOW YOU MUST *FEEL* RIGHT NOW-- SPLITTING UP WITH YOUR *WIFE* AND YOUR BEST *FRIENDS*--

--BUT I GUARANTEE SITTING ON YOUR BRIGHT BLUE *BOTTOM* FOR THE REST OF YOUR LIFE ISN'T GONNA MAKE YOU FEEL ONE IOTA *BETTER.*

OH--AND JUST WHAT DO YOU FIGURE *WILL?*

A GOOD MAN HAS VANISHED-- MAYBE *DIED*- TRYING TO *PROTECT* THIS PLANET--TRYING TO PROTECT PEOPLE LIKE *YOU*--

--AND IF YOU'RE NOT WILLING TO DO AT LEAST AS MUCH FOR *HIM*-- THEN MAYBE YOU *OUGHT* TO PACK IT IN--

--DIG YOURSELF A NICE DEEP *HOLE*-- AND PULL THE *DIRT* IN AFTER *YOU!*

*ENOUGH,* WEB-SLINGER-- STOP FLAILING A *DEAD* HORSE.

*YOU'LL HELP?*

*YOU WIN.*

I'LL *HELP*, SPIDER-MAN BUT KEEP YOUR *VOICE* DOWN.

*MEDUSA* IS ASLEEP IN HER QUARTERS DOWN THE HALL-- AND THERE'S NO NEED TO DRAG *HER* INTO THIS, TOO.

COME ON-- I HAVE WHAT WE'LL REQUIRE IN THE *LAB.*

*MOMENTS LATER...*

I CONSTRUCTED THIS DEVICE WHEN WE FIRST ENCOUNTERED THE KREE'S ROBOT *SENTRIES*--

--THOUGHT IT MIGHT COME IN HANDY IN *LOCATING* THEIR *HOMEWORLD* SOME DAY--

--BUT IT WILL SERVE JUST AS WELL TO *TRACE* THE GEM'S KREE-BORN *ENERGIES* TO--

*REMARKABLE!* WHO'D EVER HAVE *BELIEVED*--?

YOU'VE *FOUND* SOMETHING, RICHARDS?

I HAVE *INDEED,* WEB-SLINGER.

THE TRAIL OF THE *OMEGA-STONE* LEADS TO--

--*THE CENTER OF THE EARTH!*

THE CITY LIGHTS TWINKLE LIKE FALLEN STARS AS THE SLEEK SILVER SKYCRAFT CALLED THE FANTASTI-CAR CUTS A GLEAMING SWATH THRU THE CLUTCHING DARKNESS--

--CARRYING THE FANTASTIC REED RICHARDS AND HIS WALL-CRAWLING PASSENGER TOWARDS UPSTATE NEW YORK--

HOOHAH! HATE TO ADMIT IT, MISTER--

-- BUT THIS FLYING FLIVVER OF YOURS ALMOST HAS WEB-SLINGING BEAT ALL HOLLOW!

JUST ONE LITTLE THING, THOUGH--

YOU GOT ANY IDEA HOW WE'RE GONNA GET WHERE WE'RE GOING?

LAST TIME I CHECKED -- THE CENTER OF THE EARTH WASN'T EXACTLY ON ANY SUBWAY ROUTES.

OH, BUT YOU'RE WRONG, SPIDER-MAN--

-- IT IS ON ONE SUBWAY ROUTE.

IN FACT, IT'S THE ONLY DESTINATION OF THE SPECIAL SUBWAY ROUTE WE'LL BE TAKING.

THERE IT IS, WEB-SLINGER -- THE TUNNEL TO THE EARTH'S CORE--

--ALMOST DESTROYED IN AN EXPLOSION AFTER THE LAST TIME WE USED IT -- *

--BUT PASSABLE ENOUGH FOR US TO TRAVEL THRU NOW--

*IN THE F.F. #128. -- R.T.

--ASSUMING, OF COURSE, THE LASER-TORCH MOUNTED INTO THE FANTASTI-CAR'S PROW HAS NO TROUBLE CLEARING A PATH THRU THE MELTED SLAG.

ZZZZATT!

NOPE -- NO TROUBLE AT ALL -- SO MINUTES LATER--

SO THIS IS THE CENTER OF THE EARTH --!

MUST BE SHEER MURDER TO KEEP IT CLEAN.

I WISH YOU'D CHOOSE YOUR WORDS A BIT MORE CAREFULLY, WEB-SLINGER.

MENTION "MURDER" IN SUBTERRANIA -- AND YOU'RE LIABLE TO GIVE SOMEONE IDEAS.

YOU MEAN SOMEBODY ACTUALLY LIVES DOWN HERE, RICHARDS?

SOMEBODY SURE DOES, WEB-SLINGER--IF YOU CAN CALL BEING MINDLESS SERVANTS OF A DICTATORIAL MADMAN LIVING...

WHAT IN JUMPING BLAZES ARE THOSE?

THE INHABITANTS OF THIS INNER WORLD, SPIDER-MAN.

THEY LIVE ONLY TO DO THE BIDDING OF HE WHO IS ALMOST CERTAINLY RESPONSIBLE FOR WHATEVER HAS HAPPENED TO CAPTAIN MARVEL--

--AND IF WE DON'T WANT TO SHARE THE CAPTAIN'S FATE--

--I SUGGEST WE DO SOMETHING ABOUT IT!

TWAM!

NOW THAT IS THE SORT OF SUGGESTION I LIKE.

YOUR FLYING CRACKERBOX IS NICE--BUT I SAT IN IT SO LONG, I WAS BEGINNING TO GET CRAMPED!

WHOMM!

BTOW!

CRAMPED?

I'M AFRAID THAT IS A SENSATION I HAVEN'T FELT IN YEARS!

BUT IT APPEARS-- *UUNNGH*-- THAT I'M ABOUT TO BE *REINTRODUCED* TO IT!

THERE ARE FAR *TOO MANY* OF THEM-- *PINIONING* MY LIMBS-- *OVERPOWERING* ME--!

I-- *UUNGHH*-- *KNOW* WHAT YOU *MEAN*, STRETCH-SOX--

THEY'VE *GOT* US--*COLD*!

QUESTION *NOW* IS-- WHAT'RE THEY GONNA *DO* WITH US?

I FEAR THE *ANSWER* TO THAT IS *APPROACHING*, WEB-SLINGER.

ONE OF THE *SUBTERRANEANS*-- CARRYING A *WEAPON* OF SOME SORT--!

A *GAS*-GUN!!

QUICKLY, SPIDER-MAN-- TAKE A DEEP BREATH-- AND *HOLD* IT!

ONE GOOD *WHIFF* OF THOSE FUMES CAN *FINISH* US!

*WHOOSH!*

*FOR SEVERAL INTERMINABLE MOMENTS, THE CLENCH-LIPPED HEROES STRUGGLE AGAINST THE **VAPORS** THAT SWIRL AROUND THEM --*

*--BUT, AT LENGTH, THEIR POWERFUL BODIES **STIFFEN**--*

*--THEN GROW LIMP-- AND UNBEARABLY **STILL**.*

IT IS A MOST BIZARRE PROCESSION THAT WENDS ITS WAY THRU THE INNER WORLD'S CAVERNOUS CORRIDORS SOON AFTER--

--A SEEMINGLY ENDLESS STREAM OF SMALL HUMANOID CREATURES WHO CONVERSE--IF TRULY THEY CAN--IN SOME UNSPOKEN TONGUE--

--A MARCH OF NIGH-MINDLESS LITTLE MEN WHO CARRY UPON CRUDE PALLETS TWO UNMOVING FORMS MANY TIMES LARGER THAN THEY--

ONWARD THRU THE TWISTING TUNNELS, THE SUBTERRANEANS TRUDGE--

--UNTIL, AT LAST, THEY PASS BENEATH THE ORNATELY-CARVED ARCH OF A GREAT GRANITE PORTAL--

--AND COME TO A HALT BEFORE THE HUMAN-HATING LUNATIC WHO COMMANDS THEM--

WELL DONE, MY LOYAL SLAVES--WELL DONE.

BRING THE CAPTURED ONES CLOSER--SO I MAY SAVOR MY VICTORY MORE FULLY.

--AN EMBITTERED EX-SCIENTIST WHO NOW IS KNOWN ONLY AS--THE MOLE MAN!

SPLENDID. MY PARALYZING GAS HAS DONE ITS WORK WELL.

REED RICHARDS AND HIS STRANGELY-GARBED COMPANION WILL BE UNABLE TO MOVE UNTIL IT IS FAR TOO LATE TO DO THEM ANY GOOD.

COME--THERE IS STILL WORK TO BE FINISHED--

--AND YOU MIGHT AS WELL BRING OUR CAPTIVES ALONG TO WATCH.

IT IS ONLY FITTING THAT THEY GAZE UPON THE MOLE MAN'S GREATEST TRIUMPH--

--BEFORE THEY ARE PUT TO DEATH!

THE ROUGHHEWN CHAMBER THE SQUAT **MOLE MAN** NEXT SHAMBLES INTO IS **HUGE**, TO SAY THE LEAST--

--FAR **VAST** ENOUGH TO CONTAIN WASHINGTON'S MIGHTY **PENTAGON** BUILDING, YET STILL LEAVE ROOM FOR MANHATTAN'S SPRAWLING **GRAND CENTRAL STATION.**

**IMPRESSIVE?** GRANTED -- BUT IT IS THE **OBJECT** THIS TITANIC CAVERN HOUSES THAT QUICKLY BECOMES THE **FOCUS** OF ONE'S ATTENTION. IT IS--

BUT THE **MOLE MAN** CAN EXPLAIN A DEVICE OF HIS OWN MAKING FAR **BETTER** THAN WE EVER COULD. JUST **LISTEN...**

**THERE,** RICHARDS-- DO YOUR PARALYZED EYES **SEE?**

BEHOLD THE **LASER CANNON--** MY MOST AWESOME ACCOMPLISHMENT--

-- POWERED BY THE MOLTEN **MAGNA** OF THIS PLANET'S VERY **CORE!**

I CONSTRUCTED THIS DEVICE MANY MONTHS AGO, RICHARDS--LONG BEFORE YOU AND YOUR ACCURSED COMPANIONS THWARTED MY LAVA SHAFT SCHEME--

--BUT I LACKED THE MEANS TO USE IT--UNTIL TONIGHT!

SOON I WILL ACTIVATE THE CANNON--

--AND UNLEASH A CONCENTRATED STREAM OF RAW ENERGY THAT WILL SLICE UP THRU THIS PLANET'S CRUST LIKE A HOT KNIFE PASSING THRU LARD!

IMAGINE WHAT WILL OCCUR, RICHARDS, WHEN THE LASER BEAM PENETRATES THE SURFACE--

--AND, AT MY COMMAND, CUTS A BURNING PATH OF DEVASTATION THRU CITIES--MONUMENTS--EVERYTHING THOSE UPPER AIR WORMS WHO MOCKED ME HOLD DEAR!

AHHH--I'D HAVE ATTEMPTED THIS LONG AGO HAD I POSSESSED THE GIANT JEWEL REQUIRED TO MAKE THE CANNON WORK--

--A JEWEL MY MINDLESS MINIONS DETECTED THIS VERY EVE UPON THE SURFACE--THEN DELIVERED INTO MY HANDS--

--A JEWEL THAT SOMEHOW HOLDS IMPRISONED THE ONE CALLED CAPTAIN MARVEL!

OF COURSE, THE FIRST TIME THE CANNON IS FIRED, THE ENERGIES FOCUSED THRU THE GEM WILL DISINTEGRATE THE GOOD CAPTAIN COMPLETELY--

--BUT THAT IS NONE OF YOUR CONCERN, RICHARDS--

--FOR YOU AND YOUR WEB-HEADED COMPANION WILL NOT BE HERE TO SEE IT!

TOSS THOSE PARALYZED FOOLS INTO THE MAGMA PITS, MY OBEDIENT ONES!

WITHOUT A MOMENT'S HESITATION, THE MOLE MAN'S SERVILE SERVANTS RESPOND TO HIS COMMAND--

--TWO STILL UNMOVING FIGURES ARE HURLED INTO THE FIERY ABYSS--

--BUT ARE THESE ABOUT-TO-BE VICTIMS AS HELPLESS AS THEY APPEAR?

DON'T BET ON IT, MARVELITE.

ONLY INSTANTS TO USE MY WEBBING-- OR IT'S FRENCH-FRIED SPIDEY.

THWIPP!

MADE IT! A JIFFY SPIDEY-TRAMPOLINE SAVED MY FAT FROM THE FIRE--

--BUT WHAT ABOUT RICHARDS? HE'S--

BWONG-

HE'S PERFECTLY ABLE TO TAKE CARE OF HIMSELF, WEB-SLINGER.

SO I NOTICE. SORRY I DOUBTED THAT, STRETCH-SOX--

--ESPECIALLY SINCE PLAYING POSSUM FOR MOLEY'S BENEFIT WAS YOUR IDEA.

AND SPEAKING OF DYING--!

NO GREAT TRICK TO IT, RICHARDS. A CHOICE BETWEEN HOLDING MY BREATH OR DYING IS NO CHOICE AT ALL.

HERE COME THE MOLE MAN'S GOONS--

--AN' THIS TIME THEY'RE OUT FOR BLOOD!

THAT WASN'T ANY EFFORT ON MY PART, WEB-SLINGER--

--A MAN WITH MR. FANTASTIC'S POWERS HAS NO TROUBLE EXPANDING HIS LUNGS WITH ENOUGH AIR TO OUTLAST THE PARALYZING GAS--

--BUT YOU MANAGING TO HOLD YOUR BREATH EQUALLY AS LONG--!

NOW THAT IMPRESSES ME!

ANYONE HERE CARE TO CALCULATE THE ODDS OF TWO ALBEIT POWERFUL AND RESOURSEFUL SUPER-HEROES **SURVIVING** A BATTLE AGAINST AN ALMOST-INFINITE NUMBER OF PINT-SIZED POTENTIAL **ASSASSINS?**

**LET'S SEE** NOW... MULTIPLY THE APPROXIMATE TOTAL BY THE MULTIPLICITIVE INVERSE OF 6.3715942... CARRY THE 6... UH-**HUH**...

ATTACK, MY SUBTERRANEAN LACKEYS-- **KILL** THEM BOTH!!

**NEAR AS WE** CAN FIGURE IT-- THE ODDS ARE JUST ABOUT **ZERO** --

--UNLESS, OF COURSE, SOMETHING ENTERS THE PICTURE TO **CHANGE** THOSE ODDS--

**FOR EXAMPLE:** A BLINDING SHAFT OF PURE **ENERGY** THAT TRANSFORMS THE ADVANCING HORDE OF MADDENED LITTLE MEN INTO AN ELABORATE SCULPTURE OF --**GLASS**--

**SSZZHTT!**

--FOLLOWED BY A **SECOND** BEAM THAT **SHATTERS** THE FRAGILE CONFIGURATION INTO A MILLION GLEAMING **SHARDS.**

LOOKS LIKE MOLEY'S MINI-ARMY IS GOING ALL TO **PIECES--!**

THOSE TWIN ENERGY BEAMS SAVED OUR **HIDES--!**

--BUT WHERE DID THEY **COME** FROM?

**CHASH!!**

WELL **DONE,** RICHARDS-- YOUR RUSE **WORKED.** I DID NOT GUESS THERE WERE **THREE** OF YOU DOWN HERE!

**THREE** OF US--??

UH-**OH**-- I WAS **AFRAID** IT WAS **HIM--!**

NOT MERELY **"HIM",** SPIDER-MAN.

IN THE FUTURE WHEN YOU SPEAK OF ME-- CALL ME BY **NAME**--

CALL ME-- THE **BASILISK!**

STAY BACK, BOTH OF YOU-- OR I PROMISE YOU'LL SHARE THE SUBTERRANEANS' FATE.

ANYTHING YOU SAY, BUG-EYES-- BUT JUST ONE QUESTION.

THIS HOLE ISN'T EXACTLY TIMES SQUARE. HOW'D YOU EVER FIND US DOWN HERE?

I DIDN'T FIND YOU, SPIDER-MAN-- I FOLLOWED YOU.

"WHEN I'D SEEMINGLY FLED FROM THAT CONSTRUCTION SITE, I'D ACTUALLY ONLY HIDDEN MYSELF NEARBY--

"--FOR I KNEW YOU'D NEVER ALLOW A COMPANION TO PERISH.

"I KNEW YOU'D DEVISE SOME WAY TO LOCATE CAPTAIN MARVEL-- AND THUS THE OBJECT I SEEK--

"--SO WHEN YOU AND THE ILLUSTRIOUS REED RICHARDS DEPARTED THE BAXTER BUILDING, I WAS WITH YOU--

"--TRAVELING A JUDICIOUS DISTANCE BEHIND, NATURALLY--

"I WATCHED FROM HIDING AS THE FANTASTI-CAR DOVE INTO THAT MYSTERIOUS DROP SHAFT--

"--AND WHEN I FELT SUFFICIENT TIME HAD PASSED, I PURSUED YOU--

"--INTO THE BOWELS OF THE EARTH--

--AND IT WAS FORTUNATE INDEED THAT I DID-- OR YOU BOTH WOULD SURELY BE DEAD BY NOW.

UH-HUH-- AND THIS WAY YOU GET THE PLEASURE OF KNOCKING US OFF YOURSELF, RIGHT?

WELL, ANY TIME YOU FEEL INCLINED, FRIEND-- YOU JUST TRY IT!

CEASE YOUR RIDICULOUS BICKERING, FOOLS. YOU'VE LITTLE ENOUGH TIME TO LIVE AS IS--

--BUT BEFORE I SLAY YOU, THERE IS ONE THING I MUST KNOW--

YOU--THE ONE CALLED BASILISK-- IF YOU HAVE NOT COME HERE TO FIGHT AT RICHARDS' SIDE--

--WHY HAVE YOU INTRUDED UPON THE MOLE MAN'S DOMAIN?

I CAME TO CLAIM SOMETHING THAT BY ALL RIGHTS BELONGS TO ME, LITTLE MAN--

--THAT-- THE OMEGA-STONE-- THE KEY TO GAINING MY ULTIMATE POWER!

OF THE MYRIAD THINGS IN THIS PRECIOUS LAND, YOU COME SEEKING THAT?

A SHAME YOU WILL NOT SURVIVE LONG ENOUGH TO POSSESS IT.

ATTACK HIM, MY FAITHFUL ONES-- AND THIS TIME-- DESTROY HIM!

THE BASILISK IS NOT SO EASILY DESTROYED, YOU UGLY LITTLE MAN--

SPRAKT!

--FOR THE POWER OF MY EYES IS NOT ONLY THAT OF MOLECULAR TRANSMUTATION--

--BUT OF SHEER UNYIELDING FORCE AS WELL!

WHILE, ON THE OTHER SIDE OF THE MAGMA PITS...

AMAZING. MOLE MAN AND THE BASILISK HAVE BECOME SO INVOLVED IN THEIR OWN CONFLICT THAT THEY'VE COMPLETELY FORGOTTEN US.

AND THE GIANT GEM THEY'RE FIGHTING OVER AS WELL!

DOES THAT--ER-- SUGGEST ANYTHING TO YOU, RICHARDS?

POINT WELL TAKEN, WEB-SLINGER.

WITH LUCK WE CAN FREE CAPTAIN MARVEL AND BE ON OUR WAY SURFACE-WARD BEFORE ANYONE NOTICES WE'RE GONE.

LUCK? IF PEOPLE LIKE US EVER HAD ANY LUCK, RICHARDS--

--WE'D HAVE NEVER GOTTEN INTO THE SUPER-HERO BUSINESS.

OUT OF MY WAY, YOU MINDLESS BUFFOONS!

NOTHING WILL KEEP ME FROM ATTAINING THAT GEM--

"NOTHING!

THWAMM!

NOT EVEN ME, BASILISK?

YOU WILL SOON KNOW BETTER THAN THAT.

IT ISN'T DIFFICULT, SCUM--

--WHEN ONE POSSESSES THE RADAR SENSE OF THE-- MOLE MAN!

THWOK!

IMPOSSIBLE! MY EYE-BEAMS ARE LIGHTNING-SWIFT-- YET THAT SQUAT LITTLE MAN AVOIDS THEM WITH EASE--!

ULNNGGH!

HARDER, RICHARDS-- HARDER!

WE'VE GOT TO BREAK THRU BEFORE THOSE BATTLING BOBBSEY TWINS SPOT US!

I'M TRYING, WEB-SLINGER-- BUT IT'S USELESS.

THIS GEM IS HARDER THAN DIAMOND. THERE'S NO WAY WE'RE GOING TO SHATTER IT...

...UNLESS...

I HAVE AN IDEA, SPIDER-MAN. IT'S RISKY-- VERY RISKY--

--BUT IT MAY BE THE ONLY CHANCE CAPTAIN MARVEL HAS.

THEN WHAT ARE YOU WAITING FOR, BRIGHT-EYES--?

TRY IT!

BASILISK-- LOOK! WHILE WE BATTLE TO THE DEATH OVER THAT GIANT GEM, IT IS BEING STOLEN FROM BENEATH OUR VERY NOSES.

SPIDER-MAN AND RICHARDS--! QUICKLY, MOLE-- WE MUST STOP THEM!

AND ALMOST AS THE WORDS LEAVE THE BASILISK'S LIPS, HE AND THE MOLE MAN -- STRIKE!

SKAKK!

ULNNGG!

ZLATT!

ULNNFFF!

ALMOST AS POTENT, BASILISK? I'D SAY THEY WERE EQUAL AT THE LEAST.

IMPRESSIVE, MOLE--YOUR POWERSTAFF IS ALMOST AS POTENT AS MY EYE-BEAMS.

OUR MUTUAL BLASTS DIDN'T KILL THESE ANNOYING DO-GOODERS, --BUT THEY'LL BE UNABLE TO INTERFERE TILL WE HAVE RESOLVED OUR LITTLE DIFFERENCES ONCE AND FOR ALL!

IT'S TRULY A SHAME THAT I MUST KILL YOU, BASILISK--FOR I COULD ALMOST RESPECT A MAN WITH YOUR POWERFUL--

EH? W-WHY ARE YOU LOOKING AT ME LIKE THAT--?

THAT, YOU UNMITIGATED MORON--

WHOOM!

--IS A QUESTION THAT DOESN'T DESERVE AN ANSWER.

AARRGGH!

ONLY A FOOL WOULD PLAY ANY GAME FAIRLY, MOLE.

WITH YOU OUT OF THE WAY, THERE IS NOTHING TO STAND BETWEEN ME--AND MY ULTIMATE TRIUMPH!

...

A MOMENT *MORE*-- AND EVERYTHING I'VE EVER *DREAMED* OF WILL BE *MINE.*

I NEED ONLY REACH OUT-- *TOUCH* THE OMEGA-STONE AND--

THEN THE TRANSFORMATION HAS TO COME--

*NOW!*

*KTANG!*

*THE MAN CALLED MARVEL CLASHES HIS WRISTS TOGETHER AT LAST--AND THE CAVERN IS SUDDENLY LIT BY UNEARTHLY BRILLIANCE--*

*WHAT IN--?*

*--AND WHEN THE BLINDING LIGHT FADES--*

*WHO--?* W-WHAT HAVE YOU DONE TO THE *OMEGA-STONE?*

GAVE IT *INDIGESTION,* BLUE-EYES. MAR-VELL'S *KREE* ENERGIES MADE THE GEM *EXPAND*-- SO I WAS BETTING IT WOULDN'T HAVE ANY *TASTE* FOR *RICK JONES,* EARTHLING.

I'D HAVE CHANGED BACK *SOONER*-- BUT *MOVING* INSIDE THAT JEWEL IS LIKE *SWIMMING* THRU FROZEN MOLASSES.

YOU INSOLENT YOUNG *DOG!* I'LL TURN YOU INTO-- *HUH?*

THE CAVERN WALLS-- *SHUDDERING --!*

SHUDDERING *NOTHING,* CHUM-- THE WHOLE JOINT'S COMING *APART!*

IT'S *RICHARDS'* DOING. SOMEHOW HE *ALTERED* THE LASER CANNON'S *SETTINGS* BEFORE HE WAS *DEFEATED.*

THE CANNON'S CREATING AN ENERGY *FEED-BACK*--CAUSING THE MAGMA PITS TO *ERUPT--!*

WITHIN MINUTES, THIS CAVERN WILL *COLLAPSE!*

*WHROOM!*

IN *THAT* CASE, PAL-- I'M GETTING *OUTTA* HERE--

--AND *YOU* BETTER DO THE *SAME!*

*NO*--NOT WITHOUT THE *OMEGA-STONE!*

IT CAN *STILL* BE USED TO *INCREASE* MY POWERS.

HAVE TO *RETRIEVE* IT-- BEFORE IT'S *SWALLOWED* BY THE MOLTEN MAGMA FOREV--

OH... NO...

WHILE THE BASILISK VANISHES BENEATH A GREAT MOLTEN WAVE, LET US RETURN TO THE OTHERS OF OUR CAST--

--AS A REVIVED SPIDER-MAN, MR. FANTASTIC-- AND THE AGILE RICK JONES -- RACE THRU THE ERUPTING CAVERN--

WAIT-- COME BACK! YOU CAN'T LEAVE ME HERE TO DIE LIKE THIS.

PLEASE... HELP ME!

YEAH, MOLEY-- WE'LL HELP YOU-- NOT THAT YOU DESERVE IT, THOUGH.

LET ME SHOOT A WEBBING BRIDGE ACROSS THAT LAVA FLOW AND--

BUT BEFORE THE WEB-SLINGER CAN EVEN FINISH HIS SENTENCE, THE CAVERN SHUDDERS ONCE MORE--

--AND A VIOLENT EXPLOSION OBLITERATES THE SPOT WHERE INSTANTS BEFORE THE MONARCH OF THE EARTH'S CORE HAD STOOD--

THERE'S NOTHING WE CAN DO FOR THE MOLE MAN NOW.

WHAROOM!

THEN LET'S GET OUTTA HERE-- BEFORE WE JOIN HIM.

BACK THRU TWISTING CORRIDORS THE THREE ADVENTURERS RACE, THEIR REMARKABLE POWERS THRUSTING THEM EVER ONWARD --UNTIL--

THERE-- JUST AHEAD OF US-- THE FANTASTI-CAR!

BOARD HER AS QUICKLY AS YOU CAN--

"--AND LET'S HEAD TOPSIDE!"

WHEW! THAT'S ABOUT AS CLOSE AS I EVER WANNA CUT IT!

MOLEY'S WHOLE SHMEAR COLLAPSED RIGHT BEHIND US.

REED, IF YOU WOULDN'T MIND -- YOU'D BETTER DROP ME OFF HERE.

ANY REASON WHY, RICK?

KTANG!

WELL, I WAS ON MY WAY OUT TO THE COAST WHEN I GOT INVOLVED IN THIS MESS--

--AND I GUESS THAT MUCH HASN'T CHANGED.

THE THREAT OF THE ALPHA-AND OMEGA-STONES IS OVER--

--AND CAPTAIN MARVEL HAS WORK TO DO IN SAN FRANCISCO-- BUT HE WILL NOT FORGET WHAT YOU HAVE DONE FOR HIM, FRIENDS.

FAREWELL-- TILL WE MEET AGAIN.

TAKE CARE OF YOURSELF, HERO.

YEAH-- SEE YA AROUND.

YOU CAN SEE CAPTAIN MARVEL NEXT IN DAREDEVIL # 107, TRUE BELIEVER -- BUT MAKE SURE YOU'RE AROUND FOR TEAM-UP TIME NEXT MONTH WHEN THE HUMAN TORCH MEETS THE INCREDIBLE HULK! 'NUFF SAID!

MARVEL TEAM UP

MARVEL COMICS GROUP™

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# MARVEL TEAM-UP™

FEATURING

## THE HUMAN TORCH™ AND THE HULK™

FIRE MEETS BRUTE FORCE-- IN THE GREATEST BATTLE-ISH YET!

YOUR MUSCLES DON'T SCARE THE TORCH!

THEY WILL-- IF HULK CAN GRAB YOU!

ALSO IN THIS ISSUE:

BLASTAAR-- THE LIVING BOMB-BURST!

# Stan Lee PRESENTS: THE TORCH and the HULK--TOGETHER!™

LEN WEIN WRITER * GIL KANE ARTIST * GIACOIA & ESPOSITO INKERS
JEAN IZZO: LETTERER GLYNIS WEIN: COLORIST ROY THOMAS EDITOR

## WHERE BURSTS THE BOMB!

AUTUMN IN THE CATSKILLS: A SUDDEN UNEXPECTED SHOWER HAS COATED THE WOODED HILLSIDES WITH A GLISTENING SOFT SHEEN -- AND LEFT A THIN VEIL OF MOISTURE HANGING HEAVY IN THE AFTERNOON AIR--

-- MOISTURE SUDDENLY SLASHED BY THE ION-TRAIL OF A MOST UNIQUE VEHICLE-- AND BY A CRIMSON RIBBON OF FLAME--

--HERALDING THE PASSING OF ONE WYATT WINGFOOT, AN INDIAN OF THE KEEWAZI TRIBE-- AND HIS CLOSEST COMPANION, ONE JOHNNY STORM, THE HOT-TEMPERED HUMAN TORCH! *

QUICKLY, JOHNNY-- LOOK BELOW US--

--AND TELL ME IF YOU SEE WHAT I SEE.

TELL YA THE TRUTH, BIG BUDDY-- I'D RATHER NOT.

WHEN YOU USE THAT TONE OF VOICE, IT ALWAYS SPELLS TROUBLE!

...

--BUT IF YOU'RE LOOKING FOR ACTION NOW... JUST COME ALONG WITH US!

* NO, TIGER -- WE HAVEN'T FORGOTTEN THE STAR OF THIS MAG. JUST THOUGHT WE'D GIVE A CERTAIN WEB-SLINGER SOME TIME OFF AFTER HIS MONUMENTAL BATTLE WITH THE MOLE MAN AND THE BASILISK THESE TWO ISSUES PAST. REST ASSURED, THO'-- SPIDER-MAN'LL BE BACK FOR OUR NEXT GO-ROUND--

YEP, IT'S **TROUBLE** ALL RIGHT. THOSE GENTS AREN'T **WAVING** LIKE THAT TO DRY THEIR **FINGERNAIL-POLISH.**

BETTER HEAD DOWN AND SEE WHAT THEY **WANT.**

NO-- GO BACK-- **GO BACK!** IT ISN'T **SAFE** HERE!

NOT **SAFE?** BECAUSE OF A LITTLE FIRE LIKE **THAT...** **UH**-OH.

EXPLOS

OUR **TRUCK**-- SKIDDED INTO THE CLIFF IN THE RAIN-- CRACKED OPEN OUR **CARGO.**

WHEN THOSE FLAMES REACH THE **EXPLOSIVES** INSIDE, THIS MOUNTAIN WILL BECOME A **VALLEY.**

**HEY**-- WH-WHAT'S GOIN' **ON?**

JUST GETTING YOU **OUT** OF HARM'S WAY, GENTLEMEN-- BUT YOU NEEDN'T **WORRY**--

WHEN IT COMES TO DEALING WITH **FIRE,** MY HOT-HEADED FRIEND IS THE WORLD'S GREATEST **EXPERT.**

THANKS FOR THE **COMPLIMENT,** WYATT. WISH **I** HAD AS MUCH FAITH IN ME AS **YOU** DO.

HAVEN'T TRIED THIS STUNT IN A **WHILE**-- BUT IT HAD BETTER **WORK!**

GOT TO POUR ON THE **FLAME**-- CREATE A CONCENTRATED **DOME** AROUND THE TRUCK TO **SHIELD** US ALL WHEN THE EXPLOSIVES GO...

**BOOM!!!**

IT *WORKED!* THE FLAME-DOME *CONTAINED* THE BLAST-- -- DIRECTED THE *BRUNT* OF THE EXPLOSION DOWN INTO THE *ROADWAY*--

-- WHICH DOESN'T LOOK TOO *ATTRACTIVE* WITH A CANYON-SIZED *CRATER* IN THE MIDDLE.

BUT *THAT* IS EASY TO TAKE CARE OF-- BY APPLYING A LITTLE HEAT TO *FUSE* THE RUINED TARMAC AND--

*BINGO!* INSTANT HIGHWAY *REPAIR* -- AND A *SPLENDID* JOB IF I DO SAY SO MYSELF.

STATE POLICE SHOULD BE ALONG SOON TO GIVE THOSE GUYS A *LIFT*, WYATT-- SO *WE* MIGHT AS WELL GET *GOING*.

*WAIT* -- WE WANT TO *THANK* YOU--!

DON'T *BOTHER*. I'M JUST A NATURAL-BORN *SAMARITAN*.

*LATER, AS DUSK SWEEPS OVER OUR TWO YOUNG ADVENTURERS...*

FUNNY. I ALWAYS USED TO *ENJOY* CAMPING OUT UNDER THE STARS--

-- BUT SOMEHOW IT DOESN'T FEEL THE *SAME* WITHOUT *REED* AND *BEN* ALONG.

NOT THAT I DON'T ENJOY *YOUR* COMPANY, WYATT-- YOU KNOW I *DO* -- IT'S JUST THAT YOU GET *ACCUSTOMED* TO--

PING PING PING PING PING

*HUH?* THAT *SOUND*-- IT *CAN'T* BE--

-- BUT IT *IS!* THE *CONTRA-ENERGY ALERT ALARM* REED INSTALLED IN THE SKY-CYCLE HAS BEEN *ACTIVATED*.

WHICH MEANS EXACTLY *WHAT*, JOHNNY?

PING PING PING

IT MEANS THE MOMENT REED HAS DREADED IS *HERE*--

--AND ONE OF THE MOST DANGEROUS *MENACES* IN THE UNIVERSE WALKS THE EARTH *AGAIN!*

AND ON THAT TANTALIZING NOTE, LET US TURN TO A SCENE NOT TOO MANY MILES DISTANT--

--WHERE A SHRILL HUM EMANATING FROM AN ISOLATED COTTAGE BELIES THE AREA'S SEEMING SERENITY--

--AND WHERE, IN A HIDDEN LABORATORY BENEATH THE OLD HOUSE, WE WILL MEET TWO MORE MEMBERS OF OUR CAST.

FIRST: MEET THE EMINENT PROFESSOR PAXTON PENTECOST AT THE CONTROLS OF A MOST DELICATE MACHINE...

CAREFUL-- I MUST BE EVER SO CAREFUL.

AT THIS LATE STAGE OF THE OPERATION, ONE IOTA OF ENERGY TOO MUCH COULD RUIN EVERYTHING.

THERE-- IT'S FINISHED.

THE FINAL ENERGY DOSE HAS BEEN CONSUMED.

IN JUST ONE MOMENT, I WILL KNOW IF I HAVE WASTED ALL MY EFFORTS.

I CAN SENSE IT-- SOMETHING'S WRONG!

THE ENERGY DOSAGES HAVE BEEN PERFECT-- I KNOW THEY HAVE--

--BUT WHY ISN'T THERE MOVEMENT WITHIN THE CAPSULE?

MOVE, CURSE YOU! I'VE DEVOTED TWO YEARS OF MY LIFE TO YOUR RESURRECTION.

PLEASE-- MOVE! DON'T MAKE A FOOL OF ME NOW!

MOVE, YOU UNGRATEFUL CREATURE! I DEMAND THAT YOU MOVE-- MOVE-- MO--

WHA-ROOM!

NOW MEET BLASTAAR... THE LIVING BOMB-BURST!

I BREATHE!

I LIVE!

BLASTAAR IS FREE ONCE MORE--

--AND BLASTAAR SHALL HAVE HIS REVENGE!

YOU--HUMAN--YOU SHALL HAVE THE HONOR OF BECOMING BLASTAAR'S FIRST VICTIM!

NO--KEEP AWAY FROM ME! TAKE ONE STEP CLOSER AND YOU'LL REGRET IT!

STILL YOU ATTACK? THEN DON'T SAY I DIDN'T WARN YOU!

ZAT!

MY HEAD--THE PAIN--IT'S ENOUGH TO DRIVE ME MAD!

STOP IT--I BESEECH YOU!

CERTAINLY, BLASTAAR, I'LL STOP IT--

--AFTER YOU'VE SWORN TO SERVE ME--TO OBEY MY EVERY COMMAND!

BLASTAAR--CONSENT TO SERVE ANOTHER? NEVER! I'D SOONER--I'D--I'D--

ALL RIGHT--ENOUGH! I'LL SERVE YOU--I SWEAR IT--ONLY STOP THE PAIN!

OF COURSE I'LL STOP IT, BLASTAAR. I KNEW YOU'D EVENTUALLY CONCEDE TO ME.

YOU HAD TO. IT WAS PART OF MY PLAN.

"I KNOW SO MUCH ABOUT YOU, BLASTAAR--HOW YOU ESCAPED FROM THE NEGATIVE ZONE--

"--AND FOUGHT THE FAMOUS FANTASTIC FOUR ALMOST TO A STANDSTILL*--

*WAY BACK IN F.F. #63. --RASCALLY ROY.

"I KNOW OF YOUR SEEMING ELECTROCUTION AT THE HANDS OF THE MUTANT X-MEN--*

*IN X-MEN #53. -- R.T.

"--AND HOW YOUR INERT BODY WAS THEN ENCASED IN SUPER-STRONG PLASTIC AND STORED IN THE VAULTS OF AN UPSTATE RESEARCH LAB. I KNOW-- BECAUSE IT WAS I WHO ARRANGED FOR YOUR BODY TO BE STOLEN FROM THAT PLACE--

--AND BROUGHT HERE-- TO MY PRIVATE FACILITIES -- WHERE I COULD BEGIN WITHOUT INTERRUPTION THE WORK OF RESTORING YOU TO LIFE!

YOU RAISED ME FROM-- THE DEAD?

NO, BLASTAAR, BY HUMAN STANDARDS YOU WERE DEAD-- BUT NOT BY THE STANDARDS OF YOUR OWN NEGATIVE ZONE-SPAWNED RACE.

BY PERIODICALLY BOMBARDING YOU WITH INCREASINGLY STRONG DOSES OF GAMMA RADIATION FROM THIS SPECIAL CANNON--

--I WAS GRADUALLY ABLE TO REVIVE THE LIFE-SPARK BURIED DEEP WITHIN YOU.

THE QUESTION IS: WHY DID YOU REVIVE ME, HUMAN?

IN THE MYRIAD WORLDS I'VE TRAVELED, I'VE MET NO ONE WHO'D DO SOMETHING FOR NOTHING.

AH, YES -- MY REASON FOR REVIVING YOU. COME-- I'LL SHOW YOU.

THIS IS A SCALE-MODEL OF F.A.U.S.T. --

--THE WORLD'S FIRST TRUE FULLY-AUTOMATED FACTORY!

CONSTRUCTED OF AN ALLOY OF ADAMANTIUM, THE INDESTRUCTIBLE METAL, THE FACTORY NEVER NEEDS REPAIR-- WILL NEVER GROW OBSOLETE.

I CONCEIVED F.A.U.S.T.-- DESIGNED IT-- SUPERVISED ITS CONSTRUCTION--

--ONLY TO SEE IT STOLEN FROM ME BY A "BUSINESSMAN" WHEN WORK WAS COMPLETE.

F.A.U.S.T. -- FULLY-AUTOMATED-UNIT OF STRUCTUAL TECHNOLOGY-- I CREATED IT-- AND NOW I WANT IT DESTROYED--

--BY THE ONLY FORCE POWERFUL ENOUGH TO CHALLENGE ITS ADAMANTIUM WALLS--

--YOU-- BLASTAAR, THE LIVING BOMB-BURST!

CHALLENGE, HUMAN?

THERE IS NOTHING THAT MAY CHALLENGE THE MIGHT OF BLASTAAR!

JUST AS THIS SMALL MODEL FALLS BEFORE MY EXPLOSIVE FORCE LIKE CHAFF IN A STORM--

CHOON!

--SO TOO WILL THE REAL BUILDING FALL-- WHEN COMES THE TIME!

SPEAKING OF BUILDING, LET US MOVE NOW TO A CONSTRUCTION SITE ON THE NEW JERSEY PALISADES-- AND MEET THE NEXT MEMBER OF OUR CAST--

--THE INCREDIBLE YOU-KNOW-WHO!

OUT OF HULK'S WAY, PUNY HUMANS -- OR HULK WILL LAND ON YOUR HEADS.

LEAPIN' LORDY! THAT GREAT GREEN MONSTER'S GONNA HIT RIGHT IN TH' MIDDLE OF THE FIELD.

TH-THE HULK!? HE STARTS RUNNIN' AMUCK IN HERE-- AN' HE'LL DESTROY NINE MONTHS' WORK.

GOTTA DO SOMETHIN' TO STOP 'IM--

--AN' THIS HALF-TON WRECKIN' BALL IS MY ONLY CHANCE!

BUT WHEN ONE HALF-TON DEMOLISHER STRIKES ANOTHER...

THRAMM!

HUH? HULK JUST STOPPED HERE TO REST--

--BUT ALREADY PUNY HUMANS ATTACK HULK FROM BEHIND.

BIG MACHINE WITH FUNNY LONG NECK HAS MADE BACK OF HULK'S HEAD ITCH.

HULK DOES NOT LIKE TO ITCH.

I'M GETTIN' *OUTTA* HERE!

WHEREVER HULK GOES, IT IS ALWAYS THE *SAME*--

--PUNY HUMANS WITH THEIR PUNY MACHINES *ATTACK* HULK-- *ANNOY* HIM--

--AND IF HULK MUST *SMASH* THEM ALL TO FIND *PEACE*--

--THEN THAT IS WHAT HULK WILL *DO!*

THROOM!

HA! PUNY HUMANS HAVE ALL *RUN AWAY.* MAYBE *NOW* THEY WILL LEAVE HULK IN--

*HUH?* NOW THERE IS STRANGE *NOISE* IN HULK'S EARS-- LIKE THE *BUZZING* OF A BIG BUNCH OF *BEES*--

GO *AWAY,* BEES-- LEAVE HULK'S EARS *ALONE!* LEAVE--

NO-- SOUND IS *NOT* BEES. SOUND COMES FROM *OUTSIDE* HULK'S HEAD!

THEN HULK WILL *FOLLOW* SOUND-- AND WHEN HULK FINDS THE ONE WHO *MAKES* THE SOUND--

--HULK WILL *SMASH!*

AND WHEN DARKNESS HAS AT LAST SETTLED IN FOR THE NIGHT...

THERE, BLASTAAR-- THERE IS YOUR TARGET. THAT BUILDING WAS ONCE MY DREAM--

--BUT NOW I WANT TO SEE NOTHING BUT ASHES ON THAT SPOT.

THEN STAND ASIDE, HUMAN-- AND LET BLASTAAR GET ON WITH HIS WORK.

AT BLASTAAR'S COMMAND, EXPLOSIVE POWER LANCES FROM HIS FINGERS--

--SMASHING AGAINST THE FACTORY'S GLEAMING ADAMANTIUM FACADE--

--TO NO EFFECT--

--THEN A SECOND, MORE DEVASTATING BLAST OF POWER--

--AND THIN, HAIRLINE CRACKS BEGIN TO SPREAD ACROSS THE WALL--

THUS A THIRD EXPLOSIVE BOLT IS UNLEASHED--

--AND WITH A GROAN THAT IS ALMOST A SIGH OF DEFEAT--

--THE FACTORY WALL IS SUNDERED!

KWOOM!!

DO YOU SEE, HUMAN-- IT IS AS I SAID--

--NOTHING MAY STAND BEFORE THE POWER OF BLASTAAR! ARE YOU SATISFIED NOW?

INDEED I AM, BLASTAAR-- MOST SATISFIED.

THEN MY NEXT BURST SHALL BRING DOWN THE ROOF!

COME OFF IT, BLASTY.

YOU COULDN'T BRING DOWN THE HOUSE AT A TERMITE'S CONVENTION.

WHA--? A BARRIER OF FLAME-- SPRINGING UP BETWEEN ME AND THE FACTORY--!

ONLY ONE MAN HAS THE POWER TO DO THAT--

--BUT IT CAN'T BE YOU--IT CAN'T--!

I'M ALWAYS *AMAZED* HOW PEOPLE CAN *SAY* SOMETHING LIKE THAT--

--WHEN OBVIOUSLY IT *IS* ME!

C'MON, WYATT-- LET'S *HIT* 'EM!

HIT *ME?* FLAME-HEADED *FOOL*--YOU SEEM TO HAVE *FORGOTTEN* BLASTAAR'S *POWER* SINCE LAST WE MET.

I WILL *REMIND* YOU!

*WOW!* IF I'D *TWISTED* MY BODY ONE SECOND *SLOWER*--

--THAT EXPLOSIVE BLAST WOULD'VE *CREAMED* ME! I'VE GOT TO--

OH-- *NO!* THE BLAST HIT WYATT'S *SKY-CYCLE* INSTEAD!

HANG ON, BIG BUDDY-- I'LL *SAVE* YOU--!

NO *NEED* TO, JOHNNY-- THE CYCLE STILL HAS *PROPULSION* ENOUGH FOR ME TO *GLIDE* HER DOWN SAFELY.

*FORGET* ABOUT ME-- AND DEAL WITH *BLASTAAR!*

IT'LL BE MY *PLEASURE,* WYATT.

OKAY, FUR-FACE-- YOU *HEARD* MY FRIEND, I'M SUPPOSED TO "*DEAL*" WITH YOU--

--SO BE A GOOD BOY AND *SURRENDER*--

--BEFORE I HAVE TO *FRY* YOU TO A CRISP.

YOU *HAVE* FORGOTTEN MY POWERS, TORCH--

-- FORGOTTEN THAT MY BODY-- CONDITIONED BY LIFE IN THE *NEGATIVE ZONE*-- CAN ADJUST TO *ANY* EXTREME OF HEAT OR COLD *INSTANTANEOUSLY*--

-- FORGOTTEN THAT I'M ABLE TO *ABSORB* YOUR FLAME--

-- THEN RETURN THE ENERGY-- AS WAVES OF PURE FORCE!

UUNNHH-- COULDN'T AVOID THE BLAST IN TIME--!

CONCUSSION IS EXTINGUISHING MY FLAME -- SENDING ME SAILING --

WE THINK FLYING WOULD BE A MORE APPROPRIATE WORD -- BUT THEN, WHO ARE WE TO SAY?

STILL, AS JOHNNY STORM'S GOLD-AND-CRIMSON-CLAD FORM HURTLES OVER THE AUTOMATED FACTORY AND IS LOST IN NIGHTTIDE'S SHADOWS--

-- WE ARE IN A POSITION TO TURN YOUR ATTENTION A HALF-MILE EAST--

-- WHERE ANOTHER SWIFTLY-HURTLING FIGURE IS COMING IN FOR A MOST UNGRACEFUL LANDING...

BUZZING IN HULK'S EARS GROW LOUDER.

HULK MUST BE CLOSER TO THE ONE HULK SEEKS-- AND SOON HULK WILL --

HUH? A SMALL SPOT IN SKY -- FALLING AT HULK. HULK'S ENEMIES DROP BOMBS ON HIM.

NO -- NOT BOMB--

-- BUT A BOY!

DON'T KNOW WHY ENEMIES WOULD THROW BOYS AT HIM--

-- SO HULK WILL CATCH BOY-- AND FIND OUT.

HUH? SOMETHING BROKE MY FALL-- BUT WHAT IN --?

OH -- NO. I RECOGNIZE THOSE HANDS.

ER--AH--*HI*, HULK--OL' BUDDY--OL' PAL. THANKS FOR THE *CATCH*.

N-NICE *WEATHER* WE'RE HAVING, ISN'T IT?

IT *ISN'T?*

*BAH!* IS NOT *ENEMY* AFTER ALL--IS ONLY DUMB *TORCH*.

*WASTED* HULK'S TIME.

*UUNFF!*

NOW HULK MUST--

*AARRGGHH!*

BUZZING GROWS *LOUDER*--TEARING HULK'S HEAD *APART*--!

STOP *BUZZING*--*STOP*--

*YOU!* IF YOU ARE THE ONE WHO MAKES HULK'S *HEAD* BUZZ, HULK WILL *CRUSH* YOU INTO--

*WHOA*, JADE-JAWS--*EASY*. I DON'T KNOW A *THING* ABOUT YOUR HEADACHE!

--EXCEPT THAT IT'S PROVIDED ME WITH ONE *DOOZY* OF A WAY TO HANDLE *BLASTAAR*.

IF YOU WANT TO FIND THE GUY *RESPONSIBLE* FOR YOUR *HANGOVER*, HULK--

--JUST FOLLOW *ME!*

THEN HULK WILL *FOLLOW* TORCH--AND *SMASH* THE ONE HE FINDS!

*BUT LET US PRECEDE OUR NOW-TEAMED TWOSOME BACK TO THE FACTORY--*

*--AND MEET THE FINAL MEMBER OF OUR CAST--*

*--AS HIS SLEEK LIMOUSINE AND A PAIR OF PRIVATE PATROL CARS ROAR ONTO THE FACTORY GROUNDS--*

*--THEN GRIND TO A WAILING HALT...*

OKAY, EVERYBODY--*FREEZE!* YOU'RE ALL *UNDER ARREST!*

OH? AND BY *WHOSE* AUTHORITY?

--AND WITH THAT ALMOST-PERFECT **CUE**, MARVELITE, MEET MILLIONAIRE INDUSTRIALIST, **FERGUSON BLAINE.**

BY **MY** AUTHORITY, PENTECOST, YOU ARE **TRESPASSING** ON **MY** PROPERTY.

YOUR **PROPERTY?** WHY, OF ALL THE **GALL**--!

THIS LAND WAS **WORTHLESS** UNTIL I BUILT MY **FACTORY** HERE-- THE FACTORY YOU **STOLE** FROM ME!

WE WERE ONCE **FRIENDS**, PENTECOST-- SO I'LL FORGET YOU **SAID** THAT--

--**IF** YOU TAKE YOUR STRANGE BEDFELLOWS AND CLEAR **OUT** OF HERE **IMMEDIATELY**--

--OR ELSE I'LL HAVE YOU IN **JAIL** SO FAST, YOUR **HEAD** WILL SPIN!

**HA HA**-- THE SAME OLD **BLAINE**--

--STILL THE SAME **FINAGLER**-- THE SAME **WHEELER-DEALER**--

--BUT THIS IS **ONE** DEAL WHERE **I** HOLD THE **WINNING HAND.**

BLASTAAR-- **SHOW** THE MAN WHAT I **MEAN.**

**SO BLASTAAR DOES--**

--**IN HIS OWN UNIQUE FASHION!**

**THWOOM!**

**THOOM**

AND WHEN THE EXPLOSIVE DUST HAS CLEARED...

M- MY GUARDS-- ALL UNCONSCIOUS--!

LORD, PENTECOST-- WHAT SORT OF MONSTER HAVE YOU BROUGHT HERE?

MONSTER? WHY, YOU INSIGNIFICANT HUMAN WORM--!

FOR SUCH AN AFFRONT BLASTAAR WILL--

NO, BLASTAAR-- CONTROL YOURSELF!

I HAVE A VERY SPECIAL FATE PLANNED FOR OUR MR. BLAINE.

WH-WHAT ARE YOU SAYING, PENTECOST? BU-BUT WHY ARE THOSE MEN COMING AT ME LIKE THAT? WHY--

WHA--? I-IT'S NOT POSSIBLE!

HE PICKED ME UP AS IF I WERE A CHILD.

PLEASE, PENTECOST-- MAKE HIM PUT ME DOWN!

PUT ME DOWN, DO YOU HEAR ME?

I'LL PAY YOU ANY-THING!

JUST PUT ME--

-- DOWN?

OH... NO... THEY'RE... MACHINES!

HUMAN, WHAT ARE YOU DOING? WHY DO YOU ENTER MY TARGET-BUILDING?

BLAINE AND I HAVE UNFINISHED BUSINESS TO ATTEND TO, BLASTAAR-- BUT YOUR MISSION REMAINS THE SAME--

I WANT THIS FACTORY REDUCED TO RUBBLE--

--AND I WANT IT DONE NOW!

YOU WANT ME TO *DESTROY* THE BUILDING-- WITH *YOU* STILL INSIDE?

VERY WELL THEN, HUMAN-- BLASTAAR IS *HAPPY* TO OBEY!

BLASTAAR WILL INDEED *LEVEL* YOUR PRECIOUS BUILDING--

--AND WHEN HE IS *DONE*, HE WILL GO FORTH AND DO THE SAME TO *OTHER* BUILDINGS-- *ALL* OTHER BUILDINGS--

--UNTIL STONE DOES NOT STAND UPON STONE *ANYWHERE* ON THE FACE OF YOUR EARTH!

*ENOUGH*, HAIRY MAN-- YOU MAKE TOO MUCH *NOISE*.

*STOP* NOW.

*WHAT--?* WHO *DARES--?*

BLASTAAR WILL STOP WHEN HE *WANTS* TO!

HAIRY MAN DOESN'T *UNDERSTAND--*

--HULK SAID STOP *NOW!*

*SKRUMPP!*

GROTESQUE *FOOL*-- HE WHO INTERFERES WITH BLASTAAR'S *BUSINESS* DOES *NOT* LIVE TO *REGRET* IT!

*HUH?* BUZZING IN HULK'S EARS GROWS *WORSE* WHEN HAIRY MAN *SPEAKS--!*

THEN TORCH WAS *RIGHT-- YOU* ARE THE ONE WHO *HURTS* HULK'S HEAD!

HULK WILL *SMASH* HAIRY MAN-- AND MAKE THE *PAIN* GO AWAY!

YOU *DO* THAT, GREENSKIN-- KNOCK BLASTY AROUND ALL YOU *WANT--*

--WHILE *I* CHECK OUT WHAT'S GOING ON *INSIDE!*

I DON'T *BELIEVE* IT--

-- I ONLY TOLD HULK THAT *BLASTAAR* CAUSED HIS HEADACHES TO HOLD THE BIG DOPE'S *INTEREST--*

-- BUT IT SEEMS THAT SOMEHOW BLASTAAR REALLY *IS* RESPONSIBLE!

TIME OUT FOR AN EXPLANATION DEPT.: IN CASE YOU'RE WONDERING WITH THE TORCH AS TO WHY BLASTAAR AFFECTS HULK SO, JUST CHALK IT UP TO THE GAMMA RADIATION USED BY PROF. PENTECOST TO REVIVE BLASTAAR REACTING STRANGELY TO THE PROXIMITY OF GREENSKIN'S OWN GAMMA-RAY TRANSFORMED BODY--

--AND IF YOU CAN FOLLOW THAT, TRUE BELIEVER, GIVE YOURSELF A GAMMA-GARBLED NO-PRIZE. -- LEN.

I REMEMBER READING ABOUT THIS PLACE -- DESIGNED BY PAXTON PENTECOST, AN OLD FRIEND OF REED--

--AND CONSTRUCTED OF AN ADAMANTIUM ALLOY--

--WHICH WILL MAKE THIS JOINT ONE BIG INDESTRUCTIBLE TOMB--

--UNLESS I CAN FIND THE MEN WHO CAME IN HERE -- AND FAST!

PROF. PENTECOST! THANK HEAVEN I FOUND YOU ALL!

C'MON-- I'LL LEAD YOU ALL OUT OF HERE-- BEFORE THE ROOF CAVES IN!

THANK YOU, MY FLAMING FRIEND-- BUT THAT IS PRECISELY WHAT WE ARE WAITING FOR!

WE ARE STAYING WITHIN THIS CRUMBLING RUIN--UNTIL MR. FERGUSON BLAINE HAS PAID FOR HIS CRIMES!

HE SAID WE WERE PARTNERS IN THIS PROJECT-- HIS MONEY, MY IDEA--

--BUT WHILE I SUPERVISED CONSTRUCTION, BLAINE WAS BUYING COMPANY STOCK-- UNTIL HE OWNED A CONTROLLING INTEREST--

--AND WIELDED POWER ENOUGH TO FIRE ME WHEN THE FACTORY WAS COMPLETE!

SO NOW YOU'RE PLANNING TO KILL BLAINE IN RETURN? WHY, PROFESSOR-- WHY??

DON'T YOU UNDERSTAND, TORCH? THIS CONNIVING ANIMAL STOLE THE DREAM OF A LIFETIME FROM ME--

--WITH A LOUSY SCRAP OF PAPER!

PENTECOST, PLEASE-- YOU'RE AN INTELLIGENT MAN. CONSIDER WHAT YOU'RE DOING-- TO YOURSELF MORE THAN HIM--!

BLAINE WANTED THIS FACTORY-- AND NOW HE'LL HAVE IT-- IN PIECES!

NO-- I WON'T LISTEN--! I'VE DEVOTED TWO YEARS TO THIS MOMENT--

--AND I WON'T LET YOU STEAL IT FROM ME NOW!

FORGIVE ME, PROFESSOR-- BUT I'M AFRAID I HAVE NO CHOICE!

SHUUMP!

MY GUN-- MELTING--!

WHY? WHY DID YOU STOP ME?

I ALMOST DID IT! I ALMOST--

--KILLED A MAN?

NO... I'M NO MURDERER! I COULDN'T REALLY KILL... I COULDN'T...

...BUT IN THINKING I COULD, I'VE UNLEASHED A TERRIBLE EVIL UPON THE WORLD.

I'VE UNLEASHED BLASTAAR--

--AND BLASTAAR CAN'T BE STOPPED!

AND MARVELITE, IF BY CHANCE YOU DOUBT PROFESSOR PENTECOST, JUST TAKE A LOOK OUTSIDE--

--AND SEE FOR YOURSELF!

STAND STILL, HAIRY MAN-- AND LET HULK SMASH YOU!

GREEN-SKINNED CRETIN! YOUR HAND-MADE EARTHQUAKE CANNOT HARM BLASTAAR--

--WHEN THE EXPLOSIVE POWER IN MY HANDS CAN PROPEL ME ABOVE THE PUNY SHOCK-WAVES--

THOOM!

-- AND ALLOW ME TO RETURN THE ATTACK!

AARRGHH-- HULK DOESN'T UNDERSTAND--

--EXPLOSIONS FROM HAIRY MAN'S FINGERS HURT HULK-- MAKE HULK FEEL WEAKER--

-- WHY DOES THIS HAPPEN? WHY? WHY?*

*A SAFE BET IT'S BECAUSE BLASTAAR'S POWER IS NOW LACED WITH THE GAMMA RAYS HE ABSORBED. -- LEN & ROY.

THIS CANNOT BE--!

HULK CANNOT BE WEAKENED--!

HAIRY MAN CANNOT BE STRONGER THAN HULK!

HULK IS THE STRONGEST ONE THERE IS --

-- THE--STRONGEST-- ONE -- THERE -- IS --

WELL, YOU JUST HANG IN THERE A SECOND, HULK OL' PAL--

--AND YOU'LL GET A CHANCE TO PROVE IT!

HUH? FIRE FROM SKY-- KNOCKS HAIRY MAN DOWN--!

UUNNGG!

SZKAKTT!

HEY-- DON'T JUST LAY THERE GAWKING AT HIM, JADE-JAWS-- GET BACK ON YOUR FEET--

--AND PICK UP AS BIG A CHUNK OF THE FACTORY RUBBLE AS YOU CAN!

PICK UP GARBAGE? SOUNDS LIKE DUMB IDEA TO HULK--

-- BUT TORCH SHOWED HULK HULK'S REAL ENEMY-- SO HULK WILL DO AS TORCH SAYS!

IN THAT CASE, BIG BOY-- CLOBBER HIM WITH THAT MESS-- AND FAST!

FOOLS! DO YOU THINK TO DEFEAT BLASTAAR WITH SO PRIMITIVE AN ATTACK?

IF TORCH SAYS SO, HAIRY MAN--

--WE DO!

CROOM!

THAT'S THE WAY, HULK-- SQUEEZE!

THE THICKER THE ADAMANTIUM SHEILDING, THE BETTER ITS CHANCES OF HOLDING BLASTAAR!

THEN HULK WILL SQUEEZE--

SKRUNCH!

--AND HULK WILL KEEP SQUEEZING!

NO-- IT IS IMPOSSIBLE!

ALL MY POWER CANNOT FREE ME FROM THIS CRUDE METAL BALL--

BUT BLASTAAR MUST BE FREE-- HE MUST--!

HAIRY MAN TALKS TOO MUCH-- MAKES HULK'S HEAD HURT WORSE--

"--SO HULK WILL SEND HAIRY MAN WHERE HULK CANNOT **HEAR** HIM!"

AND SOMEWHERE OVER THE MID-ATLANTIC, A SHRILL **SCREAM** CAN BE HEARD--

--A SCREAM CUT SUDDENLY **SHORT**-- AS A CRUDE METAL BALL **VANISHES** BENEATH THE LAPPING WAVES-- **FOREVER!**

AND HALF AN OCEAN AWAY...

HA! THROWING AWAY HAIRY MAN WAS A GOOD THING.

BUZZING INSIDE HULK'S HEAD IS-- GONE --

--SO HULK WILL GO TOO!

YEAH, GREENSKIN, YOU DO THAT--

--AND THANKS.

SPEAKING OF **THANKS**, YOUNG MAN--

-- I WANT TO THANK **YOU**-- FOR SAVING MY **LIFE**.

**THANKS**, BLAINE? YOU DON'T OWE **ME** THANKS.

IF YOU WANT TO **THANK** SOMEONE, THANK **PROFESSOR PENTECOST!**

IT WAS **HIS** IDEA TO ENCASE BLASTAAR IN THE **ADAMANTIUM** RUBBLE.

BUT THEN, YOU DON'T **CARE** ABOUT HIS IDEAS, **DO** YOU, BLAINE?

NOT ONCE THEY'VE **GAINED** YOU WHAT YOU WANT!

YOUR **GREED** HAS COST SCIENCE THE MIND OF A **BRILLIANT** MAN--

--AND, IF I WERE YOU, THAT'S A THOUGHT I COULDN'T **LIVE** WITH!

NEXT: SPIDER MAN... KA-ZAR... AND "THE COMING OF STEGRON, THE **DINOSAUR MAN!**"

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# MARVEL TEAM-UP™

FEATURING

## SPIDER-MAN AND LORD OF THE HIDDEN JUNGLE KA-ZAR®™

### SLAUGHTER IN THE SAVAGE LAND!

Featuring: THE COMING OF STEGRON, THE DINOSAUR MAN!

# Stan Lee PRESENTS: SPIDEY AND KA-ZAR -- TOGETHER! TM

LEN WEIN *WRITER* ✦ GIL KANE *ARTIST* ✦ FRANK GIACOIA *INKERS* ✦ GLYNIS WEIN, *COLORIST* DAVE HUNT, *LETTERER* ✦ ROY THOMAS *EDITOR*

MARVELITE, YOU'RE ABOUT TO WITNESS THE ·VILLAIN-EVENT OF THE YEAR...

## THE COMING OF... STEGRON THE DINOSAUR MAN!

THE **SUN** HAS BEEN UP SINCE **SEPTEMBER,** HANGING LOW ON THE HORIZON, HURLING BANDS OF GOLD AND CRIMSON ACROSS THE SEEMINGLY ENDLESS EXPANSE OF ICE THAT IS **ANTARCTICA**...

A GLEAMING **PANORAMA,** CUT THIS FRIGID DAY BY THE SHADOW OF A SLEEK **S.H.I.E.L.D.** TRANSPORT PLANE--

--CARRYING A MOST UNLIKELY **PASSENGER**...

**SPIDER-MAN**... YOU'D BETTER GET **READY!**

WE'LL BE COMING UP ON THOSE **COORDINATES** YOU GAVE US IN ABOUT 45 SECONDS.

C'MON, WEB-SLINGER-- *HAUL* IT! THERE'S NO TIME TO *WASTE*.

YOU'LL FIND A *PARACHUTE* SLUNG UNDER THE CARGO RACK.

*PARACHUTE*.? THANKS, FELLA--

--BUT I DON'T THINK I'LL *NEED* ONE.

TAKE *CARE* NOW, HEAR?

*"HARRY, H-HE DIDN'T JUST DO WHAT I **THINK** HE DID... **DID** HE?"*

*"NAH, CHARLIE, HE COULDN'T HAVE. HE ...JUST... **COULDN'T** ...HAVE..."*

BETTER GET THIS LITTLE STUNT RIGHT THE *FIRST* TIME--

--OR I'M GONNA MAKE ONE HECK OF A *PANCAKE LANDING*.

*A FAINT **THWIPPING** SOUND IS SMOTHERED BY THE HOWLING ANTARCTIC WIND AS...*

***PRESTO***... ONE WEB-WOVEN SPIDEY-*PARACHUTE*... GUARANTEED NOT TO WEAR--TEAR--OR SPILL *SPIDERS* THRU THE AIR...

...I HOPE.

THE *TEMPERATURE* DOWN HERE ON AN AVERAGE DAY IS ABOUT *20 BELOW ZERO*--

--AND EVEN THRU THE SPECIAL *INSULATION* I DEVISED FOR MY COSTUME--BROTHER, I CAN *FEEL*--!

HEY, *THERE* IT IS-- THE ETERNAL VEIL OF *MIST* THAT HIDES THE SECRET ENTRANCE TO-- THE *SAVAGE LAND!*

IF THE *COORDINATES* I REMEMBERED FROM MY TRIP HERE WITH J. JONAH JAMESON AREN'T *CORRECT*--*

--THERE'S GONNA BE ONE *FLASH-FROZEN WEB-SLINGER* STUCK IN THE ICE A FEW MINUTES FROM NOW.

*ANYBODY HERE RECALL THAT BOLD EXPEDITION FROM ***SPIDER-MAN*** #103-104? --BRING-'EM-BACK-ALIVE ROY.

HOW DO I GET MYSELF *INTO* THESE THINGS?

NEXT TIME I VOLUNTEER TO DO A *FAVOR* FOR A FRIEND, WILL SOMEBODY PLEASE *KICK* ME...?

AW, WHO AM I *KIDDING?* I OWE *DR. CURT CONNORS* FAR TOO MUCH TO EVER TURN HIM *DOWN--*

--EVEN FOR A REASON AS *BIZARRE* AS THE ONE HE SUMMONED ME ABOUT LAST NIGHT...

YOU *CALLED,* DOC?

*SPIDER-MAN?!* THANK HEAVENS. I WAS AFRAID YOU WOULDN'T *RECEIVE* MY MESSAGE IN TIME.

NO *SWEAT,* DOC. I READ THE *PERSONALS* EVERY DAY-- EVEN THE COLUMN IN THE *DAILY BUGLE--* MUCH AS IT *HURTS.*

SORRY... DIDN'T MEAN TO OPEN ANY *WOUNDS.*

DOC, YOU MUST'VE CALLED ME FOR A *PURPOSE* --SO WHY DON'T WE GET *TO* IT?

I-I'M AFRAID I MUST ASK A *FAVOR* OF YOU, SPIDER-MAN --AND, BELIEVE ME, I'LL UNDERSTAND IF YOU *REFUSE--*

--FOR THIS FAVOR ENTAILS NO *SMALL* AMOUNT OF *RISK.*

YOU SEE, A FEW MONTHS AGO, I TOOK ON AN *ASSISTANT--* A *DR. VINCENT STEGRON--* TO AID ME IN A PROJECT I'M CONDUCTING UNDER THE AUSPICES OF *SHIELD.*

I BELIEVE THE *RESULTS* OF THAT PROJECT MAY NOT ONLY HAVE AFFECTED *DR. STEGRON--* BUT THE FUTURE OF THE *WORLD* AS WELL!

SOUNDS ABOUT AS *OMINOUS* AS YOU CAN GET, DOC. PLEASE ...GO *ON.*

WE WERE CONDUCTING EXPERIMENTS IN *CELL-REGENERATION--* UTILIZING DINOSAUR TISSUE SUPPLIED TO *SHIELD* BY *KA-ZAR,* LORD OF THE HIDDEN JUNGLE--

--EXPERIMENTS *SIMILAR* IN NATURE TO THOSE I'D ATTEMPTED MANY YEARS AGO--

THE EXPERIMENTS THAT TURNED ME INTO THE LETHAL *--LIZARD!**

* AS SEEN IN COUNTLESS ISSUES OF THE WEB-SLINGER'S OWN MAG.-R. T.

FOR SOME REASON I'VE **YET** TO DIVINE STEGRON BECAME **OBSESSED** WITH THE EXPERIMENTS--

--BECAME CONVINCED THAT IF **LIZARD** EXTRACT COULD TURN A MAN INTO A HUMAN **LIZARD,** THEN **DINOSAUR** EXTRACT COULD--

WELL, YOU **GET** MY POINT.

"EIGHT DAYS AGO, STEGRON **STOLE** THE ONLY EXISTING **SAMPLE** OF THE EXTRACT AND--I'M **CONVINCED**--FLED TO THE **ONLY** PLACE ON EARTH WHERE THE EXTRACT COULD BE PUT TO **OPTIMUM** USE--

"KA-ZAR'S **SAVAGE LAND!**

"STEGRON IS BASICALLY A **GOOD** MAN, WEB-SLINGER--THO' A BIT **MISGUIDED** PERHAPS--

--AND I WILL FEEL PERSONALLY **RESPONSIBLE** IF ANYTHING **HAPPENS** TO HIM IN THAT HORRIBLE PLACE. THAT'S WHY I'M **ASKING** YOU--

--TO GO TO THE SAVAGE LAND--AND **FIND VINCENT STEGRON!**

AND **ME**-- GOOD-HEARTED **IDIOT** THAT I AM-- **ACCEPTED.**

NICK FURY OWED **ME** A FAVOR FOR HELPING **SHIELD** OUT ON THAT **GREY GARGOYLE** CAPER A FEW MONTHS BACK--*

*A REMINDER OF SPIDEY AND **CAPTAIN AMERICA**'S EPIC BATTLE FROM **TEAM-UP** #13. --FOOTNOTE-HAPPY ROY.

--SO HE **LOANED** ME THE JET AND ITS PILOTS TO **GET** ME TO THIS ICY WILDERNESS.

OF COURSE, GETTING BACK TO **CIVILIZATION** IS A WHOLE **DIFFERENT** THING ENTIRELY--

--BUT WHAT THE **HEY?** THE WAY MY **LUCK** RUNS--

--I MIGHT NOT **LIVE** LONG ENOUGH TO HAVE TO **WORRY** ABOUT THAT LITTLE PROBLEM.

AND, TO TELL THE **TRUTH,** AFTER LOOKING AT THE **SCENERY** AROUND HERE--

--I HONESTLY COULDN'T THINK OF A MORE **BEAUTIFUL** PLACE TO **DIE!**

*IT IS CALLED THE **SAVAGE LAND.** A **MISNOMER,** PERHAPS-- FOR HOW COULD ONE CALL **SAVAGE** A LAND BLANKETED BY VERDANT FOLIAGE THAT WAS **OLD** WHEN ADAM FIRST TOOK THE HAND OF EVE--*

*--A LAND WHICH MOST LIKELY FURNISHED THE FABLED **FRUIT** THAT LED TO SAID COUPLE'S **EXILE**--*

*--A LAND WHERE **EOHIPPUS,** FORERUNNER OF THE MODERN **HORSE,** CAN GALLOP CONTENTEDLY PAST MEADOWS WHERE THE THICK-SCALED **STEGASAURI** STILL GRAZE.*

*HOW CAN ONE CALL SUCH A LAND **SAVAGE?***

*TAKE A LOOK-- AND **SEE!***

**AARUNK!**

*WHAT IN--?*

*SPECIFICALLY, IT IS A **PLATEOSAURUS,** A DENIZEN OF THE **TRIASSIC AGE**--*

*--BUT SOMEHOW WE DOUBT OUR WEB-SLINGING HERO IS **INTERESTED** IN SPECIFICS JUST NOW...*

***UH-** OH-- LOOKS LIKE ONE OF THE LOCAL RESIDENTS HAS DECIDED I'M ITS **DINNER.***

WELL, I HATE TO **DISAPPOINT** IT--

--BUT I DIDN'T CONCOCT MY WEBBING TO BE ***SUPER-STRONG*** FOR ***NOTHING!***

**WHUMPP!**

**AAUURK?**

AUURKK! AAURRKK!

STIFLE IT, WILL YA, CHUCKLE-CHOPS?

MY WEBBING'LL DISSOLVE IN ABOUT AN HOUR--

--AND YOU CAN GO BACK TO DEVOURING ANYTHING YOUR LITTLE HEART DESIRES... EXCEPT ME, OF...

OOOOPS.

APPEARS I'VE STUMBLED IN ON A MEETING OF THE DINO-SAUR'S DINERS' CLUB --AND I'M STILL ON THE MENU!

NOT A CHANCE I CAN DEFEAT ALL OF THEM--

--BUT I'M GONNA TAKE AS MANY WITH ME AS I CAN WHEN I GO--!

NOW, SUDDENLY, A SOUND INTRUDES UPON THE SCENE--A SOUND NOT TRULY LIKE THE BELLOW OF A BEAST--NOR QUITE LIKE THE SCREAM OF A MAN--

WHO--?

HO, LONG-NECKS! BEWARE-- YOU WHO WOULD DARE HURT KA-ZAR'S FRIEND!

--A SOUND THAT COULD ONLY BE THE BATTLE CRY OF KA-ZAR, LORD OF THE HIDDEN JUNGLE--

--AND ZABU, LAST OF THE RAGING SABERTOOTHS!

KRAAARRRR

HEED ME, LONG NECKS-- FOR ALL WHO DWELL IN THE HIDDEN JUNGLE OBEY THE WORD OF KA-ZAR-- --OR DIE!

BLADE AND TALON RAKING THE CRISP FOREST AIR, THE JUNGLE LORD AND HIS FELINE COMPANION STRIKE--

--AND A STILL STARTLED SPIDER-MAN SUDDENLY FINDS HIMSELF ON THE WINNING SIDE OF THIS SAVAGE SHOWDOWN--

HEY, I DIDN'T KNOW DINOSAURS HAD TONSILS.?!

WELL, THIS ONE COULD HAVE STERLING SILVER BRIDGEWORK, FOR ALL THE GOOD THOSE RAZOR-SHARP CHOPPERS ARE GONNA DO HIM.

THIS MAY NOT BE THE WORLD'S MOST ORIGINAL WAY OF DEALING WITH THE SITUATION--

--BUT I'LL JUST STICK TO WHAT I KNOW --AND LEAVE THE JOHNNY WEISMULLER ROUTINE TO--

--KA-ZAR! THANKS FOR THE SAVE, JUNGLE MAN. THAT'S ONE I OWE YOU.

YOU OWE ME NOTHING SPIDER-MAN. AS LORD OF THE SAVAGE LAND, I COULD DO NO LESS FOR A GUEST.

NOW, MY FRIEND-- WHAT BRINGS YOU TO KA-ZAR'S DOMAIN?

I'M LOOKING FOR A MAN-- NAME IS VINCENT STEGRON --WHO STOLE THAT DINOSAUR SERUM YOU HELPED SHIELD OUT WITH--

--AND, APPARENTLY, CAME DOWN HERE TO SET HIMSELF AS SOME KIND 'A KING!

STEGRON? YES... THE JUNGLE WINDS HAVE SPOKEN OF THIS ONE.

COME. I WILL LEAD YOU TO HIM.

THE SOLEMN VOICE OF THE JUNGLE LORD IS ACCOMPANIED BY THE CHIRRUP OF RAINBOW-PLUMED **BIRDS** AS OUR NOW-TEAMED TWOSOME (AND FRIEND) STEAL THRU THE TANGLING UNDERBRUSH...

I HAVE HEARD **TALES,** THESE FEW DAYS PAST, OF ONE WHO NOW CAMPS IN THE VILLAGE OF THE **SWAMP-MEN--**

--AND WHO HAS PROCLAIMED HIMSELF **LORD OF THE LONG-TAILS!**

IF **"LONG-TAILS"** MEANS **DINOSAURS,** I HAVE A SNEAKY HUNCH THAT DUDE IS **STEGRON!**

THIS DO **I** BELIEVE AS WELL, MY FRIEND--

--WHICH IS WHY WE **GO** NOW TO THE **VILLAGE** OF THE SWAMP-MEN-- TO SEE FOR **OURSELVES** IF THIS BE **TRUE** OR-- **EH?**

**MOVEMENT** --IN THE TREES **ABOVE** US--!

"IT APPEARS WE NEED NOT **GO** TO THEIR VILLAGE, MY WEB-HEADED FRIEND--

"--FOR THE **SWAMP-MEN** HAVE COME TO **US!**"

**HO,** MEN OF THE BUBBLING MIRE--

**--KA-ZAR** AND HIS FRIENDS HAVE COME TO YOU IN **PEACE--** BUT WE WILL **SLAY** YOU IF WE MUST!

**DECIDE,** SWAMP-MEN-- THE CHOICE IS **YOURS!**

--AND IT IS A CHOICE VERY QUICKLY **MADE--**

THEY **ATTACK** US? VERY **WELL** THEN. THE FIRST BLOW IS **STRUCK!**

NOW LET US **STRIKE BACK!**

TO **LOOK** AT THE GOLDEN-MANED JUNGLE MAN **NOW**, ONE COULD NOT EASILY BELIEVE THAT HE WAS ONCE YOUNG **KEVIN PLUNDER**, SCION OF AN ENGLISH LORD--

--FOR THE MAN NOW CALLED **KA-ZAR** FIGHTS WITH A **SAVAGERY** EQUALING THAT OF HIS PRIMITIVE **PET**--

--BUT HOWEVER **BOLDLY** THEY BATTLE, THE MASTER OF THE HIDDEN JUNGLE AND HIS VALIANT COMPANIONS CANNOT LONG **STAND** AGAINST A **TIDE** OF SNARLING FLESH!

**EVENTUALLY**, RAGING **ZABU** FALLS--BENEATH QUICK-HURLED **NET** AND FAST-DESCENDING **CLUB**--

--EVEN AS HIS STEEL-THEWED **MASTER** FALLS--BEFORE A SAVAGE SEA NOT EVEN **KA-ZAR** COULD WITHSTAND--

--AND AS THE AMAZINGLY-AGILE **SPIDER-MAN** FALLS--STRUCK A TREACHEROUS BLOW FROM **BEHIND!**

**FOR** AN INSTANT, THE SHAGGY-PELTED **SWAMP-MEN** STARE DOWN AT THE THREE POWERFUL FIGURES NOW SPRAWLED AT THEIR FEET--

--AND, IN A **LANGUAGE** FORGOTTEN LONG BEFORE THE BIRTH OF **HISTORY**, THEY **SPEAK**--

--THEN CARRY THEIR UNCONSCIOUS BURDENS NIMBLY OFF INTO THE SWIFT-SPREADING **SHADOWS**...

AWARENESS COMES SLOWLY, PAINFULLY, LACED WITH VISIONS OF FLAILING SHAGGY FISTS AND SAVAGE SNARLING FACES--

--BUT EVENTUALLY OUR TWO BATTERED ADVENTURERS REGAIN CONSCIOUSNESS-- TO FIND THEMSELVES SPRAWLED BEFORE--

--A TEMPLE--!

--AND WHAT A TEMPLE!

IT IS THE TEMPLE OF THE LIZARD-KING!

THEN WHAT I HAVE HEARD IS TRUE--!

UH-HUH-- LOOKS LIKE WE'VE FOUND THE DUDE I'M LOOKING FOR--

"--AND I THINK WE'RE GONNA REGRET IT!"

WELCOME, KA-ZAR... SSSPIDER-MAN! SSSTEGRON HAS BEEN EXPECTING YOU!

I KNEW SSSUCH ASSS YOU WOULD BE SSSENT AFTER ME--

--KNEW YOUR MEN OF SSSO-CALLED SSSCIENCE WOULD BE TOO FRIGHTENED --TOO NARROW-MINDED TO PERMIT ME TO CARRY OUT MY PLANSSS UNHINDERED!

WHAT PLANS, REPTILIAN ONE? TO BECOME KING OF THE LONG-TAILS?

TO RULE THE LAND THAT NONE SAVE KA-ZAR MAY RULE?

NEVER!!

AHHH, KA-ZAR--YOU ARE AS NARROW-MINDED ASSS THE RESSST!

I SSSEEK NOT TO RULE THE SSSAVAGE LAND!

I SSSEEK TO RULE THE WORLD!

IT ISSSMY INTENTION TO RETURN THE **DINOSAUR** TO HISSS RIGHTFUL PLACE AS **MASSSTER** OF THISSS EARTH, JUNGLE LORD--

--AND I WILL BROOK NO **INTERFERENCE** FROM RIFFRAFF SSSUCH ASSS **YOU!**

I **GO** NOW TO PUT THE **FINAL PHASSSE** OF MY PLAN INTO **OPERATION**-- AND I SSSUGGESSST YOU REMAIN QUITE **SSSTILL** IN MY ABSSSENCE--

--OR MY OBEDIENT **SSSERVANTS** WILL BE FORCED TO **PERFORATE** YOU BOTH!

*AND, ONCE THE **DINOSAUR-MASTER** HAS THUNDERED OFF INTO THE UNDERBRUSH...*

WELL, HERE'S **ANOTHER** FINE MESS I'VE GOTTEN ME INTO.

ANY IDEAS HOW TO GET US **OUT** OF THIS, BLONDIE?

PERHAPS, SPIDER-MAN... **PERHAPS.**

*THEN, IN THE ARCANE LANGUAGE OF HIS BARBARIAN CAPTORS, THE MAN CALLED KA-ZAR **SPEAKS**...*

**SWAMP-MEN** YOU **KNOW** ME! YOU KNOW KA-ZAR HAS NEVER **SPOKEN** TO YOU WITH A **LIZARD'S** CURLING TONGUE!

KA-ZAR SPEAKS ONLY **TRUTH** TO THE SWAMP-MEN--AND NOW KA-ZAR TELLS YOU **THIS**--

THE ONE CALLED **STEGRON BETRAYS** YOU ALL! **FOLLOW** HIM-- AND HE WILL **LEAD** YOU DOWN A BLACK PATH OF...

**UUNNGGH!**

**WHOK!**

*STAGGERED BY THE SUDDEN BLOW, THE JUNGLE KING STUMBLES BACKWARD--BUT REMAINS AFOOT--*

*--WHILE HIS SABER-TOOTHED COMPANION **ROARS** IN FRUSTRATED RAGE--A SOUND THAT SENDS JUNGLE BIRDS **FLYING** IN PANIC--*

--AND CAPTURES THE FULL ATTENTION OF THE **SWAMP-MEN** JUST LONG ENOUGH--

--FOR A CERTAIN GOLDEN-HAIRED CHAMPION TO-- **MOVE!**

**THERE!** THE SPEAR POINT **SEVERS** MY BONDS--

--AND KA-ZAR IS **FREE**-- TO **AVENGE** HIMSELF ON THOSE WHO WOULD DARE **IMPRISON** HIM!

**HEY**-- DON'T FORGET ABOUT **ME,** GOLDILOCKS.

**SNAKT!**

THIS IS NOT **YOUR** BATTLE, SPIDER-MAN--

--BUT IF YOU **INSIST** UPON JOINING IN--!

I'M NOT THE **ONLY** ONE JUNGLE MAN!

SEEMS YOUR BUCK-TOOTHED BUDDY WANTS **IN** ON THIS ACT, TOO--

--AND WHO'S GONNA SAY NO TO **HIM.?**

IN THE NAME OF **DELICACY**, WE WILL SKIP OVER THE EVENTS OF THE NEXT FEW MINUTES--

--AND REJOIN OUR HEROES INSTEAD AS THEY CRASH DESPERATELY THRU THE OVERWHELMING JUNGLE UNDERGROWTH--

--IN PURSUIT OF A SLICK-SCALED **ONCE-MAN** WHO MOVES WITH SURPRISING **SWIFTNESS**, CONSIDERING HIS PONDEROUS BULK--

--AND WHO SUDDENLY STANDS BEFORE--

--**THE ARK!** IT ISSS **HERE**-- JUSSST ASSS "**THEY**" SSSAID IT WOULD BE!

A FEW MINOR **PREPARATIONSSS** TO BE MADE-- AND, WITHIN MINUTESSS, NOTHING WILL BE ABLE TO **SSSTOP** ME!

THE MAN CALLED **STEGRON** TURNS THEN, HIS REPTILIAN FINGER STABBING DOWN UPON A GLEAMING GOLDEN **BUTTON**--

--AND, AS HE STANDS TRIUMPHANTLY, A HUGE METALLIC **RAMP** HISSES SILENTLY OUT OF THE GREAT ARK'S **SIDE**--

--THEN, IN A VOICE NO LONGER EVEN BARELY **HUMAN**, THE DINOSAUR-MASTER **SCREAMS**--

--AND PROVES HE **DESERVES** HIS NEWLY-GAINED **TITLE**--

--FOR THOSE HE IS SAID TO **MASTER** COME RUMBLING OUT OF THE FOREST PRIMEVAL IN **DROVES**--

**COME**, MY LONG-TAILED BROTHERSSS --**COME**!

**SSSTEGRON** WAITSSS TO LEAD YOU TO YOUR ULTIMATE **DESSSTINY**!

BY YOUR MAJESTIC ***SSSIZE*** ALONE, YOU'VE LONG DESSSERVED TO ***RULE*** THISSS PLANET, MY LONG-TAILED BROTHERSSS--

--BUT IN THE WORLD ***ABOVE,*** YOU ***PERISSSHED*** --BECAUSSSE YOUR BRAINSSS WERE TOO ***SSSMALL*** -- TOO ***SSSIMPLEX*** -- TO SSSURVIVE AGAINST THE ***ELEMENTSSS!***

WELL, ***THISSS*** TIME, THINGSSS WILL BE ***DIFFERENT!***

THISSS TIME, YOU ***HAVE*** A BRAIN TO LEAD YOU--

--A ***SSSUPERIOR*** BRAIN--***MY BRAIN***-- AND TOGETHER WE WILL--

--***EH?***

HATE TO ***DISAPPOINT*** YOU, STEGGY--

--BUT IF ***YOU'RE*** IN COMMAND OF THIS LITTLE OPERATION, YOUR LONG-TAILED CHUMS ***STILL*** HAVE NO BRAIN TO LEAD THEM!

***SSSPIDER-MAN...*** AND ***KA-ZAR!***

***NO!*** I'VE COME ***TOO FAR*** FOR THEM TO ***RUIN*** EVERYTHING ***NOW!***

*ONCE AGAIN, THE CREATURE CALLED **STEGRON** RAISES HIS GROUND-GRAVEL VOICE IN **INHUMAN ADJURATION**--*

*--AND THOSE OF HIS SUBJECTS WHO HAVE NOT YET BOARDED THE ARK'S GREAT RAMP **TURN** SUDDENLY--*

*--AND **STAMPEDE** OFF INTO THE UNDERBRUSH!*

DESPERATELY, THE JUNGLE LORD AND ZABU STRIVE TO **OVERTAKE** THE RAMPAGING **REPTILES**--

--FOR THEY KNOW FULL WELL WHAT WILL **HAPPEN** IF THEY DO **NOT**!

IN THE WORLD ABOVE, MEN CALLED "**COWBOYS**" THINK THEY KNOW THE **MEANING** OF THE WORD: **STAMPEDE**--

--BUT LET ANY **ONE** OF THEM STAND WITNESS TO THE HERD OF **PRIMORDIAL BEASTS**-- THE COUNTLESS TONS OF UN-CONTROLLED **FURY**-- THAT THUNDER TOWARDS THE VILLAGE OF THE **SWAMP-MEN** THIS DAY--

--AND IT'S EVEN MONEY SAID COWBOY WOULD RETURN TO HIS BUNK-HOUSE--AND HANG UP HIS **SPURS** FOR GOOD!

THE TYRANNOSAURUS *LEADS* THE PACK-- THEN *HE* MUST BE MY *PREY!*

IF I CAN TURN *HIM*-- I CAN TURN THEM *ALL*--

--AND IF I *CANNOT*--

--THEN WE ALL SHALL *DIE* TOGETHER!

*HEADS UP,* STEGRON-- SPIDEY'S COMING *THROUGH!*

*UUNNFF!*

INSSSOLENT *PUP!* *SSSTEGRON* WILL MAKE YOU *PAY* FOR THISSS *AFFRONT!*

*AND WHILE KA-ZAR'S GLEAMING* ***BLADE*** *FLASHES THRU THE AIR-- SO DOES A CERTAIN* ***WALL-CRAWLER--***

***WHOKK!***

NO ONE MAY TOUCH THE FUTURE *RULER* OF THE WORLD WITH *IMPUNITY!*

DO YOU *HEAR* ME? *NO ONE!*

HIS *TAIL* PACKS A WALLOP ...LIKE A *BRACE* OF MISSOURI *MULES!* CAN'T *THINK* STRAIGHT ...BLACKING OUT...

DO YOU SSSEE, SSSPIDER-MAN? IF YOU COULD NOT DEFEAT ME ALONE--

--HOW DO YOU THINK YOUR CIVILIZATION'SSS GREAT ARMIESSS WILL FARE AGAINST MY VASSST ARMY OF LONG-TAILED BROTHERSSS?

A SHAME YOU WILL NOT HAVE A CHANCE TO SSSEE FOR YOURSSSELF THE RESSSULTS OF MY IMPENDING ATTACK ON YOUR NEW YORK CITY--

--BUT I CAN ASSSURE YOU RIGHT NOW WHAT THEY WILL BE--

--SSSTEGRON WILL EMERGE TRIUMPHANT-- AND ONCE NEW YORK CITY HAS FALLEN TO ME--

--SSSO, TOO, WILL THE RESSST OF THE WORLD!

SPIDER-MAN STIRS THEN, OPENING HIS EYES JUST IN TIME TO WATCH THE HEAVILY-LADEN ARK RISE SKY-WARD ON COLUMNS OF FLAME--

--ITS DEAFENING ROAR NEARLY DROWNING OUT THE SOUNDS OF VIOLENCE FAR BELOW--

TURN, LONG-TAIL--

--OR PERISH AT KA-ZAR'S HAND!

SUDDENLY, THE GREAT TYRANNOSAURUS REARS ONCE, THEN...

KA-ZAR WARNED THE LONG-TAIL-- BUT THE LONG-TAIL WOULD NOT TURN--

--AND SO THE LONG-TAIL DIED!

THWUMP!

AND, THEIR LEADER **SLAIN,** THE REMAINING BEASTS ARE EASILY HERDED **AWAY** FROM THE DEFENSELESS VILLAGE BY THE SNAPPING, ROARING **ZABU.**

**RIN-TIN-TIN** COULDN'T HANDLE THE JOB ANY **BETTER.**

THE IMMEDIATE MENACE **ENDED,** KA-ZAR SUDDENLY NOTICES--

**STEGRON'S FLYING SHIP--** GETTING **AWAY--**

--OR **IS** IT?

IF THAT SMALL FORM DANGLING BENEATH THE **WING-LIZARD** IS WHO I **THINK** IT IS--

"--STEGRON MAY BE DEFEATED **WITHOUT** KA-ZAR'S HELP!"

SOME DAY, I'M GONNA **TELL** SOMEBODY HOW I SPENT THIS AFTERNOON --AND THEY'RE GONNA HAVE ME **COMMITED!**

BUT IF HITCHING A RIDE ON A **PTERODACTYL** IS THE ONLY WAY TO **CATCH** STEGGY'S **ARK--**

--WHAT **ELSE** CAN I DO?

**HOO**HAH! MY WEBBING'S SNAGGED THE **BOTTOM** OF STEGGY'S SHIP-- AND SINCE MY BUZZARD-BEAKED **CABBY** HAS FLOWN OFF--

--FROM HERE ON OUT, **I'M** GOING WHEREVER **STEGRON** GOES!

SO WHY DO I HAVE THE ANNOYING FEELING THAT WHEREVER **THAT** MAY BE--

--I'M NOT GONNA **LIKE** IT!

NEXT ISSUE: **SPIDER-MAN...** THE **BLACK PANTHER...** VERSUS THE MENACE OF **STEGRON** AND...

# DINOSAURS ON BROADWAY!

MARVEL TEAM-UP

MARVEL COMICS GROUP™

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# MARVEL TEAM-UP™

FEATURING:

# SPIDER-MAN™ AND THE BLACK PANTHER®

STILL AT LARGE—AND OUT FOR BLOOD! STEGRON! THE DINOSAUR MAN!

MONSTERS--MAYHEM--and MILE-HIGH MURDER!

# Stan Lee PRESENTS: SPIDEY and the BLACK PANTHER™ TOGETHER!

LEN WEIN *WRITER* * SAL BUSCEMA *ARTIST* * GIACOIA & ESPOSITO *INKERS* * GLYNIS WEIN, *COLORIST* ARTIE SIMEK, *LETTERER* * ROY THOMAS *EDITOR*

**INSTANT SYNOPSIS TIME:** *DR. **VINCENT STEGRON**, CHEMICALLY TRANSMUTED INTO A **DINOSAUR MAN**, HAS ASSAULTED KA-ZAR'S **SAVAGE LAND**--KIDNAPPED A HERD OF HIS REPTILIAN "BROTHERS"--*

*--AND IS NOW HEADING TOWARDS **NEW YORK** IN A VEHICLE CALLED "THE **ARK**" TO PUT INTO OPERATION THE FIRST STAGE OF HIS PLAN TO **CONQUER** THE WORLD.*

*UNBEKNOWNST TO **STEGRON**, A CERTAIN FRIENDLY NEIGHBORHOOD **WALL-CRAWLER** HAS TAGGED ALONG FOR THE RIDE, DETERMINED TO SEE THAT THE **DINOSAUR MAN** DOES NOT **SUCCEED!***

*WILL SPIDER-MAN BE **TRIUMPHANT**, MARVELITE? JUST TAKE A LOOK AT OUR WAY-OUT **TITLE** AND DECIDE FOR YOURSELF!*

# DINOSAURS on BROADWAY!

AS THE BIZARRE TRANSPORT SHIP HURTLES THRU SPACE, A STEALTHILY-CLIMBING **WEB-SLINGER** THINKS BACK--

--TO HOW HE GOT HIMSELF **INTO** THIS MESS--

--HOW HE'D AGREED TO DO A FAVOR FOR HIS OLD FRIEND, **CURT CONNORS**--

--AND, THUS, FOUND HIMSELF HOURS LATER FIGHTING SIDE-BY-SIDE WITH **KA-ZAR** AND **ZABU**, LAST OF THE SABRE-TOOTHS--

--FIRST AGAINST A PACK OF RAMPAGING **REPTILES**--

--THEN AGAINST A HORDE OF THE SAVAGE **SWAMP-MEN**--

--WHO ACTED UNDER THE ORDERS OF THE ONE WHO NOW **COMMANDED** THEM--

--THE ONE WHO HAD BEEN DR. CURT CONNORS' **ASSISTANT**--

--THE ONE SPIDER-MAN HAD COME TO **FIND**--

--STEGRON!

BUT WHEN OUR HEROES ATTEMPTED TO **THWART** HIS PLANS, STEGRON UNLEASHED A DINOSAUR **STAMPEDE**--

--THAT COULD ONLY BE STOPPED BY KA-ZAR'S FLASHING **BLADE**--

--AND WHILE THE LORD OF THE HIDDEN JUNGLE **TURNED** THE REPTILIAN TIDE, STEGRON MADE GOOD HIS **ESCAPE**--

--CARRYING AN UNINVITED **PASSENGER** OUT OF THE SAVAGE LAND **WITH** HIM--*

*THE PRECEDING **FLASHBACK** BROUGHT TO YOU COURTESY OF **MARVEL TEAM-UP** #19. --ROY.

--BUT ENOUGH OF THE **PAST** FOR THE MOMENT.

THE **PRESENT** PROMISES TO BE INFINITELY MORE **INTERESTING.**

SO FAR SO **GOOD.** STEGGY HASN'T **SEEN** ME YET--

--AND IF I CAN TACKLE HIM **FAST** ENOUGH, ALL HE'LL SEE ARE **STARS!**

A REASONABLE ENOUGH **PLAN,** WEB-SLINGER-- AND ONE THAT WOULD PROBABLY **WORK--**

--IF ONE OF YOUR SCALY SPECTATORS WAS **NOT** SUCH AN OVERT **BLABBER-MOUTH.**

**AULRKK!!**

WELL, THAT BLOWS THE **BALL GAME.**

GOTTA HIT STEGGY-- **NOW!**

**SSSPIDER-MAN!?!** SSSO YOU CAME **AFTER** ME--

--BUT YOU CAME ONLY TO MEET YOUR **DOOM!**

**THWAM!**

HOO-KAY--THAT'S TWICE TODAY YOU'VE RATTLED MY TEETH WITH THAT EVER-LOVIN' TAIL OF YOURS--*

--AND, FRANKLY, STEGRON OL' BOY--

THWIPP!

THWIPP!

--I'M SICK AND TIRED OF IT!

MY TAIL--! HISSS ACCURSSSED WEBBING HASSS PINNED IT TO THE PLATFORM--!

*THE FIRST WAS LAST ISH.--RT.

THAT'S JUST TO EVEN THE ODDS A MITE, LIZARD-LIPS.

SO IF YOU STILL THINK YOU CAN TAKE ME USING ONLY YOUR FISTS--

WOK!

--THEN, FRIEND, YOU'RE MORE THAN WELCOME TO TRY!

CHUD!

FOOL! DO YOU TRULY BELIEVE I WOULD SSSTOOP TO TRADING PUNCHES WITH SSSUCH ASSS YOU--

--WHEN, BY SSSTRAINING MY MUSCLES TO THEIR UTMOSSST, I CAN REND YOUR PUNY WEBBING ASSUNDER--

--AND USSSE MY TAIL--TO SSSTRIKE!

BWOMM!

WEB-HEADED CRETIN! DID YOU TRULY THINK TO PREVENT MY MOSSST SSSACRED MISSSION?

A PITY YOU'LL NOT BE ABLE INSSSTEAD TO WITNESSS ITSSS ULTIMATE SSSUCCESSS--

--BUT THAT'SSS THE WAY THE SSSPIDER TUMBLESSS!

AND AS THE WEB-SLINGER PLUMMETS TOWARD THE CHILL WATERS OFF THE COAST OF NEW YORK--

--LET US TURN OUR ATTENTION SEVERAL MINUTES BACK IN TIME-- TO THE PARK AVENUE HEAD-QUARTERS OF THE MIGHTY AVENGERS...

MASTER T'CHALLA!

THANK HEAVEN YOU'VE NOT LEFT AS WELL.

JARVIS, WHAT IS IT?

YOU LOOK AS IF YOU'VE SEEN THE PROVERBIAL GHOST.

NOT I, SIR-- BUT THE MULTI-DIGITAL SENSOR SCAN MR. STARK RECENTLY INSTALLED.

IT HAS SPOTTED A MYSTERIOUS VESSEL OF GREAT SIZE COMING IN LOW AND FAST OFF THE EAST COAST--

--AND I THOUGHT AN INVESTIGATION OF SOME SORT MIGHT BE IN ORDER IF--

ENOUGH SAID, JARVIS. I'LL CHECK IT OUT ON MY WAY BACK TO WAKANDA.

MOMENTS AFTER, A SLEEK AVENGERS' QUIN-JET STREAKS INTO THE CLOUD-SWEPT SKY--

--AND AT ITS CONTROLS IS T'CHALLA, CHIEF OF THE WAKANDA NATION--

--THE BATTLE-WISE BLACK PANTHER!

IT FELT GOOD-- BATTLING ALONGSIDE THE AVENGERS ONCE MORE--

--BUT UNTIL THE TROUBLE IN MY HOMELAND IS SETTLED,* I CANNOT LONG REMAIN AWAY FROM IT--

*AS SEEN CURRENTLY IN THE PAGES OF JUNGLE ACTION.--RT.

--NOR WOULD I WISH TO, SINCE--!

THERE IT IS-- THE SHIP JARVIS DETECTED, HEADING--

BY T'CHAKA'S EYES! SOMEONE'S FALLEN FROM THE VESSEL'S SIDE!

ONLY ONE POSSIBLE CHANCE TO SAVE HIM--

AUTO PIL

MUST SET EXACTLY THE RIGHT COURSE-- LOCK THE QUIN-JET ON AUTOMATIC PILOT--

--THEN PRAY TO ALL THE GODS OF MY FATHERS THAT THE BLACK PANTHER'S TIMING IS EVERYTHING IT IS SAID TO BE--

--FOR IF I'M OFF BY A FRACTION OF A SECOND--

--IF MY CATCH IS NOT ABSOLUTELY PERFECT--

--I WILL SURELY BREAK MY QUARRY'S NECK--

--AND, QUITE POSSIBLY, MY OWN!

BUT IN THE NEXT STARTLING INSTANT--

GOT HIM!

MY CATCH WAS... SPIDER-MAN!?!

NO CHANCE FOR ME TO DISCOVER THE MEANING OF THIS WHILE DANGLING OUT HERE--

--SO--A QUICK TWIST OF THE TRAPEZE BAR TO ACTIVATE THE RETRACTION MECHANISM--

--AND PERHAPS I'LL GET MY ANSWERS INSIDE.

SHORTLY...

FEELING ANY BETTER NOW, SPIDER-MAN?

I SAVED YOU. MY NAME IS...

UUNNHH--SURE. I LIKE HAVING ELEPHANTS TAP-DANCE ON MY HEAD.

HEY--HOW'D I GET HERE?

THE BLACK PANTHER. YEAH--I KNOW. LOOKS LIKE I OWE THE AVENGERS ONE FOR SNATCHING ME FROM BIG BAD--

--STEGRON! BLAST--HE'S GONE--

--AND TAKEN HIS DINOSAUR ARMY WITH HIM!

PANTHY, HAVE I GOT A STORY TO TELL YOU.

...AND SINCE THE OTHER AVENGERS AREN'T AROUND--

--THE PANTHER HAS AGREED TO HELP US TRACK DOWN STEGRON.

THANK YOU, PANTHER. WITH THE WORLD'S GREATEST TRACKER ON OUR SIDE--

--PERHAPS WE DO HAVE A CHANCE OF FINDING VINCENT BEFORE HE CAN CARRY OUT HIS PLANS.

IT'S MY FAULT--ALL MY FAULT--! IF I HADN'T CREATED THE SERUM, STEGRON WOULD NEVER HAVE...

THEN WHY DON'T YOU UNCREATE IT, DR. CONNORS?

FIND A WAY TO CURE STEGRON--AND WE'LL ALL REST A LITTLE EASIER.

IT'LL BE DIFFICULT--THE FORMULA LACKS THE BUILT-IN ANTIDOTE OF MY LIZARD SERUM--

--BUT I'LL DO MY BEST.

WHAT'LL YOU TWO DO IN THE MEAN-TIME?

BORROW THE REST OF YOUR LAB FACILITIES, DOC--IF YOU DON'T MIND.

SPIDER-MAN AND I HAVE A FEW PREPARATIONS TO MAKE BEFORE WE'LL BE READY FOR BATTLE--

--THEN WE'RE GOING TO FIND STEGRON!

THEN YOU'D BETTER **HURRY**, PANTHER--OR HE MAY FIND **YOU** FIRST. FOR, SEVERAL HOURS LATER, IN THE JUNGLE CALLED **CENTRAL PARK**...

OKAY, SISTERS-- JEST FORK OVER THEM FAT LITTLE **PURSES**--

--AN' NOBODY'S GONNA GET **HURT.**

MY LAND, EMMA--A **MUGSTER!**

CORA, I **TOLD** YOU WE SHOULDN'T WALK THRU--

NO. OH-- **NO!**

I-IT ISN'T **POSSIBLE!** IT CAN'T **BE**--!

AHH, C'MON, SISTERS-- THIS SORT'A THING HAPPENS EVERY **DAY.**

FOLKS OUGHT'A BE **USED** TO IT BY NOW.

SORRY, FRIEND "MUGSTER"--BUT SOMEHOW WE DOUBT THAT **THIS** SORT OF THING HAPPENS EVERY **DAY.**

**BWOK!**

HELP-- HELP-- **POLICEEE**--!

--SIMPLY BECAUSE IT'S NOT EVERY DAY THAT **STEGRON** COMES TO TOWN.!

THAT'SSS RIGHT, YOU SSSENILE OLD FOOLSSS-- **RUN!**

**RUN** FROM ME ASSS **ALL** WILL SSSOON RUN!

**FLEE** BEFORE THE MAJESTIC MIGHT OF **SSSTEGRON**-- LORD OF THE **DINO-SSSAURSSS!**

AND THAT SEEMS SOUND ADVICE, INDEED--

--FOR AS THE DINOSAUR MAN AND HIS REPTILIAN HORDES BURST OUT OF THE PARK AND INTO THE STREET--

TAXI

--PURE PANDEMONIUM BREAKS LOOSE ON CENTRAL PARK WEST!

WHILE, IN THE LABORATORY OF DR. CURT CONNORS...

SO CLOSE--AND YET THERE'S SOMETHING IN THE FORMULA I JUST CAN'T PIN DOWN.

HOPE YOU GENTS ARE HAVING BETTER LUCK.

NOT MUCH. THIS NEW SUPER-STRONG WEB FLUID THE PANTHER HELPED ME CONCOCT IS UNSTABLE AT BEST.

YOU COULD NEVER USE IT REGULARLY--BUT IT WILL SERVE WELL ENOUGH IN THIS INSTANCE TO HOLD STEGRON'S...

...DINOSAURS! THAT'S RIGHT, FOLKS-- DINOSAURS--

--WHO, ACCORDING TO EYE-WITNESS REPORTS, ARE AT THIS VERY MOMENT LUMBERING DOWN BROADWAY TOWARDS TIMES SQUARE...

STEGRON!

WELL, YOU'VE GOTTA GIVE THE GUY CREDIT, PANTHY--

--WHEN HE DOES THINGS, HE DOES 'EM IN A BIG WAY!

LET'S JUST HOPE THEY'RE NOT TOO BIG, WEB-HEAD.

C'MON, PUSSYCAT-- WHAT COULD BE TOO MUCH FOR A PAIR OF BONA FIDE SUPER-STARS LIKE US TO HANDLE?

TAKE A LOOK AT THAT, WALL-CRAWLER --AND DECIDE FOR YOURSELF!

TIMES SQUARE: THE HEART OF MANHATTAN ISLAND, ONCE THE CENTER OF CULTURAL CREATIVITY, IT HAS LATELY BEEN FORCED TO ENDURE UNTOLD INDIGNITIES--

--CHEAPJACK MOVIE HOUSES AND BLATANT SOLICITATION--PAINT-SCRAWLED GRAFFITI AND SPRAWLING DRUNKS--

--BUT NEVER EVER ANYTHING QUITE LIKE THIS!

RUN, YOU HUMAN SSSCUM --FLEE FROM OUR PATH--

--FOR SSSTEGRON LEADSSS HISSS "BROTHERSSS" TO REGAIN WHAT ISSS RIGHTFULLY THEIRSSS!

RKO

REXA

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THUSSS, I DO HEREBY *CLAIM* THE ISLAND *MANHATTAN*--

--IN THE NAME OF THE *HOLY DINOSSSAUR EMPIRE!*

IF YOU WERE *SANE,* STEGRON--YOU MIGHT REALIZE HOW *LUDICROUS* THAT SOUNDS.

WHUDD!

BUT SINCE HE'S *NOT* SANE, PANTHER--I'M AFRAID WE'LL HAFTA *DISPUTE* STEGGY'S CLAIM--

--THE *HARD* WAY!

AAUURK!

TIME TO SEE HOW THIS NEW *WEBBING* HOLDS UP UNDER *STRESS*--

--AND IF IT *DOESN'T* HOLD--

BROTHER, I DON'T WANNA *HEAR* ABOUT IT!

*SURRENDER,* STEGRON--WHILE YOU *CAN.* YOU'RE *SICK.*

PLEASE... LET US *HELP* YOU.

BROK!

*NEVER,* FOOL! I'LL-- *EH?*

*IMPOSSIBLE!* NO ONE CAN MOVE FASSST ENOUGH TO *AVOID* MY FLASSSHING TAIL--!

SORRY TO MAKE A *LIAR* OF YOU, DINOSAUR MAN--

BUT THE *BLACK PANTHER* CAN!

CHOKK!

AND WHILE THE **BATTLE** RAGES HOT AND HEAVY AT 42ND STREET AND BROADWAY--A FEW BLOCKS FURTHER **NORTH**, AT THE OFFICES OF THE **DAILY BUGLE**...

ARE YOU **SURE** YOU HAVEN'T SEEN HIM, MR. ROBERTSON?

PETER HASN'T BEEN AT HIS **APARTMENT** SINCE YESTERDAY--AND I THOUGHT--

SORRY, MARY JANE--BUT **I** HAVEN'T SEEN PARKER EITHER.

STILL--IF HE **SHOWS UP** HERE, I'LL TELL HIM--

**THUNDERATION!** HAS EVERYBODY IN THIS RAVING **LOONIE BIN** OF A CITY GONE **CRAZY?**

ACCORDING TO THE LATEST FLASH FROM OUR "CRACK" **WIRE SERVICE**--

--THERE ARE **DINOSAURS ON BROADWAY!**

WHOA, JONAH--RUN THAT PAST ME **AGAIN.** THERE ARE **WHAT** ON **WHAT?**

YOU HEARD ME THE **FIRST** TIME, ROBBIE--

AND TO MAKE MATTERS **WORSE,** THAT WEB-HEADED **MENACE** AND THE BLACK PANTHER ARE SUPPOSEDLY **SLUGGING IT OUT** WITH THEM.

THEN I GUESS THAT'S MY CUE TO TODDLE ON **OUT** OF HERE, TIGERS.

'CAUSE WHEREVER YOU FIND **SPIDER-MAN** THESE DAYS, YOU'RE BOUND TO FIND **PETER PARKER**--SNAPPING THE 8X10 GLOSSIES.

TAKE **CARE,** GENTLEMEN. I'LL LET YOU KNOW HOW THINGS ARE AT THE "**FRONT**"!

WATSON--JUST WHERE IN BLAZES DO YOU THINK YOU'RE **GOING?**

JONAH IS **RIGHT,** MARY JANE. IT'S TOO **DANGEROUS** FOR YOU OUT THERE.

DON'T **SWEAT** IT, GUYS. DANGER IS MY **MIDDLE NAME.**

I HAVE IT **MONOGRAMMED** ON ALL OF MY **TOWELS.**

AND AS THE WILLFUL MARY JANE WATSON SAUNTERS **OUT** OF JOE ROBERTSON'S OFFICE, WE RETURN YOU TO...

EVERYONE, PLEASE--STAY **BEHIND** THE BARRIERS! YOU ARE CREATING A PUBLIC **DISTURBANCE**--!

**WE'RE** CREATIN' A DISTOIBANCE? WHA'BOUT THEM BIG **LIZARDS?**

DO **YOU** WANT TO TELL THOSE DINOSAURS THEY SHOULD LINE UP BEHIND THE **BARRIERS?**

B-BUT, CAN'T **SOMETHING** BE DONE?

I HEAR THEY'RE MOBILIZING SPECIAL **SHIELD** UNITS TO HANDLE THINGS--

--BUT BY THE TIME THEY **GET** HERE, TIMES SQUARE'LL BE A **PARKING LOT!**

LOOK AT **THAT!**

MAN, THIS NEW WEBBING IS STRONGER THAN **DIRT.**

GOTTA KEEP **REMINDING** MYSELF THAT ANY SECOND IT COULD **FALL APART**--OR CLOG UP MY **WEB-SHOOTER** BUT GOOD.

AND SINCE YOURS TRULY IS THE LAST OF THE BIG-TIME **PARANOIDS**--

--I THINK I'LL **SHELVE** THE STUFF AFTER THIS LITTLE CAPER--TILL I CAN WORK OUT ALL THE **BUGS** IN IT.

SSSTAND **SSSTILL,** YOU ACCURSSSED **JACK-IN-THE-BOX!**

YOU LEAP ABOUT SSSO MUCH, MY TAIL CANNOT MAKE **CONTACT!**

THIS MAY COME AS A BIT OF A **SURPRISE** TO YOU, STEGRON--

--BUT, FRIEND-- THAT WAS PRECISELY THE **IDEA!**

**VUNNFF!**

AND, IN CASE YOU THOUGHT WE'D FORGOTTEN MARY JANE...

...JUST DON'T UNDERSTAND IT. I WAS SURE PETEY'D BE HERE SOMEPLACE.

MAYBE ON THE OTHER SIDE OF THE CROWD--

SORRY, MISS. YOU'RE NOT ALLOWED THRU HERE!

BUT, OFFICER, I MUST! MY BROTHER IS--

OH NO! LOOK OUT! BEHIND YOU!

HUH? WHAT IS--?

LESSON NUMBER ONE, OFFICER: NEVER TRUST A REDHEAD.

MISS-- WAIT! COME BACK HERE--!

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RESTAURANT

LOOKS LIKE MY WEBBING HAS TAKEN OUT ALL MY SCALY PLAYMATES--EXCEPT THIS BUCK-TOOTHED BRONTOSAURUS--

--AND I DON'T THINK HE INTENDS TO SURRENDER PEACEABLY!

DON'T MEAN TO SPOIL YOUR DAY OR ANYTHING, BRONTY--

--BUT DIDN'T ANYBODY EVER TELL YOU YOU'RE SUPPOSED TO BE A VEGETARIAN? NOT THAT IT MATTERS A WHOLE--

PETER? PETER, ARE YOU OUT HERE?

MARY JANE--!?!

NO--! SHE'S STANDING RIGHT WHERE THAT BLASTED DINOSAUR IS GONNA LAND--

WHAT--? OH, HELP ME! SOMEBODY-- HELP ME--!

GOT TO MOVE **FAST**-- LESS THAN A SECOND TO **SAVE** HER--

--AND I DON'T DARE **MISS** WITH MY **FIRST** SHOT--

"-- 'CAUSE I WON'T HAVE TIME FOR A **SECOND!**"

PLEASE-- OH, PLEASE-- **HELP**--

--MEEEEEEEEEEEE

THWOMM!

OKAY, SISTER-- YOU CAN CUT THE **SCREAM-ING** NOW.

IT MAKES YOU SOUND LIKE A BLASTED **AIR-RAID SIREN.**

S-SPIDER-MAN?

RIGHT, **SPIDER-MAN!** AND IF I WASN'T SO CONCERNED ABOUT MY **PUBLIC IMAGE,** I WOULD'VE LET THAT UGLY **FLATTEN** YOU.

NOW **BUG OFF,** SISTER-- AND **STAY** OUT OF THE **WAY!**

Y-Y-YES, SIR.

HOPE MY GRUFF ACT **FOOLED** LITTLE MISS WATSON.

IT WOULDN'T BE COOL IF **SPIDER-MAN** SOUNDED AS CONCERNED AS **PETER PARKER.**

BUT THAT'S A PROBLEM FOR **ANOTHER** TIME. RIGHT **NOW** IT LOOKS LIKE THE PANTHER NEEDS MY **HELP.**

SSTAY **BACK,** YOU COSSSTUMED **CRETINS!** I'M **WARN-ING** YOU-- SSSTAY--

--BACK HERE, MISTER. I SAID: COME--

NEVER MIND, FRED. THIS GENT HAS TOP PRIORITY CLEARANCE FROM SHIELD.

STRAIGHT AHEAD, DR. CONNORS.

THANK YOU, OFFICER. I ONLY PRAY I'M IN TIME!

DR. CONNORS, PLEASE--STAY OUT OF THIS, MAN!

BUS STOP

CONNORSSS? YOU GULLIBLE CRIPPLE, GET OUT OF MY SSSIGHT!

STEGRON--VINCENT--I BEG YOU--LISTEN TO ME!

I'VE JUST COME FROM OUR LAB--FROM INVESTIGATING THE SERUM YOU SWALLOWED--

--AND YOU MUST--MUST LISTEN TO WHAT I HAVE TO SAY--

VINCENT...THERE IS NO CURE FOR YOUR CONDITION.

"NO CURE"--TO BE AS HE IS NOW FOR THE REST OF HIS LIFE.

FOR AN INSTANT, STEGRON PONDERS THIS NEW CONCEPTION OF SELF--

--AND HIS REACTION TO THE THOUGHT IS MOST VIOLENT INDEED!

SPAKT!

THEN, THE BEARER OF BAD NEWS ACCOUNTED FOR, STEGRON ONCE AGAIN ROARS OUT WITH THE UNNATURAL CRY OF THE PRIMORDIAL BEAST--

--AND A LEATHER-WINGED "AIR FORCE" COMES HURTLING TO THE DINOSAUR-LORD'S RESCUE--

--SENDING A STARTLED PAIR OF SUPER-HEROES SPRAWLING TO THE STREET--

THWOK!

BWAKK!

AND BEFORE SPIDEY OR THE PANTHER CAN RISE...

STEGRON'S --GETTING AWAY! GOTTA GO AFTER HIM--

--'CAUSE THE ONLY WAY TO CATCH THAT WIDE-WINGED "TAXI" OF HIS IS SPIDER-STYLE!

HIGH OVER THE CITY, THE WEB-SLINGER HURLS, PURSUING STEGRON AS ONLY HE TRULY CAN--

--UNTIL, AT LAST, AT MANHATTAN'S SOUTHERNMOST TIP--

GOT 'IM! BUT I'D BETTER REEL HIM IN--AND FAST!

HE'S HEADING OUT TO SEA!

SILENTLY, THE WALL-CRAWLER SCRAMBLES UP HIS WEBBING, THEN--

SSSPIDER-MAN!?!

YOU WERE EXPECTING MAYBE HOWARD COSELL?

ENOUGH, INSSSECT! THISSS TIME I WILL SSSMASSH YOU ONCE AND FOR-- EH?

YOU EVADED MY THRUSSST!?

GLAD YOU NOTICED THAT, LIZARD-BEAK.

IT'LL MAKE IT THAT MUCH EASIER FOR YOU TO FIGURE OUT WHAT HIT YOU--

AFTER YOU RECOVER FROM THIS!

WOOM!

NO! I HIT HIM SO HARD, I KNOCKED HIM RIGHT OFF HIS BIRD!

IF I'VE ACCIDENTALLY KILLED HIM--

"WHEW--THE WATER BROKE HIS FALL--BUT NOW--"

FWOOSH!

WEB-HEADED FOOL! YOU DID NOT KNOCK ME OFF. I FELL AS I INTENDED.

NOW I AM FREE OF YOU--FREE TO PLAN ANEW MY CONQUESSST OF YOUR WORLD--

--FREE TO--

WHA--?

WHAT ISSS HAPPENING TO ME? FEEL SSSO HEAVY--CAN BARELY REMAIN AFLOAT--!

I--I'M SSSINKING--

--SSSINNKKKINNGG

BLUB BLUB BLUB

AND A SHORT WHILE AFTER...

THERE'S SPIDER-MAN--

--BUT WHERE'S STEGRON HIMSELF?

AND STEGRON'S PTERODACTYL --DANGLING FROM THE STATUE OF LIBERTY--

PROBABLY DRIFTING OUT TO SEA WITH THE TIDE BY NOW, DOC.

SEEMS HE FORGOT THAT DINOSAURS AS A BREED WERE NOTORIOUSLY LOUSY SWIMMERS.

FORGIVE ME, DOC. YOU SENT ME OUT TO SAVE YOUR FRIEND--

--AND ALL I BROUGHT YOU BACK WAS AN OBITUARY.

DON'T BLAME YOURSELF, SPIDER-MAN.

I TRULY BELIEVE NOW THAT STEGRON WAS DOOMED--LONG BEFORE HE EVER SWALLOWED THAT FORMULA.

I KNOW, DOC. YOU'RE PROBABLY RIGHT--

--BUT SOMEHOW THAT JUST DOESN'T MAKE ME FEEL A WHOLE LOT BETTER.

NEXT: THE LONG AWAITED REUNION OF SPIDEY AND DR. STRANGE, MASTER OF THE MYSTIC ARTS...

"THE SPIDER AND THE SORCERER!"

MARVEL TEAM-UP

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# MARVEL TEAM-UP™

FEATURING

# SPIDER-MAN AND DOCTOR STRANGE™

THE SPIDER AND THE SORCERER!

HE'S BACK FROM THE DEAD!

XANDU

THE UNSPEAKABLE!

# Stan Lee presents: SPIDEY™ and DOCTOR STRANGE™ ..TOGETHER!!

LEN WEIN / WRITER | SAL BUSCEMA / ARTIST | F. GIACOIA & D. HUNT / INKERS | GLYNIS WEIN, COLORIST / DAVE HUNT, LETTERER | ROY THOMAS / EDITOR

# The SPIDER AND The SORCERER!

TRAPPED IN A WORLD OF A **MADMAN'S** MAKING! HELPLESS TO USE THEIR AWESOME POWERS TO **DEFEND** THEMSELVES! **THIS** IS THE UNIMAGINABLE PERIL CONFRONTING A CERTAIN **WEB-SLINGING WONDER** AND THE **MASTER OF THE MYSTIC ARTS!**

CAN OUR TEAMED TITANS **OVERCOME** THIS STAGGERING MENACE **WITHOUT** THEIR SUPER-POWERS? CAN THEY **ESCAPE** THE CLUTCHES OF THE WORLD-SHAKING **WAND OF WATOOMB?**

**READ ON,** TIGER-- AND DISCOVER FOR **YOURSELF!** WE PROMISE YOU WON'T BE **DISAPPOINTED...**

IT BEGINS AS A RATHER AVERAGE NIGHT IN THE LIFE OF YOUR NEIGHBORHOOD SPIDER-MAN--

--BUT HANG IN THERE, HERO--'CAUSE THINGS AREN'T GONNA STAY "AVERAGE" FOR VERY LONG...

NEVER A DULL MOMENT, IS THERE?

IF IT ISN'T DOCTOR OCTOPUS OR HAMMERHEAD--

--IT'S A BUNCH OF THIRD-RATE HEIST-JOCKEYS LOOKING FOR AN EASY MARK!

AFRAID THE ONLY MARK THIS GANG EARNS IN "MUGGING"--

--IS A GREAT BIG RED "F"!!

WHUDD!

CHIN UP, CHARLIE!

UUNNFF!

BAF!

DON'T YOU WANT TO LOOK PRETTY FOR YOUR MUG SHOTS?

AND YOU, CHUCKLES--WHERE ARE YOU RUNNING OFF TO?

YOU WERE LOOKING FOR SOME ACTION, WEREN'T YOU?

PAK!

WELL OL' SPIDEY IS OFFERING YOU ALL YOU CAN HANDLE!

C'MON--LET'S GET OUTTA HERE!

AIN'T NOBODY CAN PAY ME ENOUGH TO TANGLE WITH THAT DUDE ANY MORE!

AWWW-- AND WE WERE HAVING SUCH FUN, TOO!

THANK YOU, SPIDER-MAN-- FOR SAVING ME FROM A MOST UN-PLEASANT SITUATION.

NO THANKS NECESSARY, FRIEND. THE GAR-BAGE-REMOVAL JOB COMES WITH THE TERRITORY.

STILL-- I WANT TO DO SOMETHING FOR YOU.

COME-- LOOK DEEP INTO MY EYES--

--AND TELL ME IF YOU DO NOT FEEL THE SAME.

YOUR EYES, --BURNING LIKE HOT COALS--! I... I...

I WANT TO DO SOME-THING FOR YOU ...ANYTHING FOR YOU!

COMMAND ME... AND I AM YOURS!

OF COURSE YOU ARE MINE, YOU WEB-HEADED FOOL--

--FOR NO MAN-- EVEN A SPIDER-MAN-- CAN DEFY THE POWER OF MY HYPNOTIC EYES--

--THE POWER OF-- XANDU!

I SEEK A GEM, WEB-SLINGER-- THE CRYSTAL OF KADAVUS--

A JEWEL HIDDEN SOMEWHERE WITHIN THE SANCTUM SANCTORUM OF THE MAN CALLED DOCTOR STRANGE!

IT IS ONLY FITTING THAT YOU ATTAIN THE GEM FOR ME, SPIDER-MAN--

-- BUT UNDER NO CIRCUMSTANCES MUST YOU LET YOURSELF BE CAPTURED BY STRANGE--

--FOR HE IS YOUR LONG-SWORN ENEMY-- YOUR ENEMY, DO YOU HEAR ME?--

--AND HE HAS VOWED TO SLAY YOU ON SIGHT!

NOW GO, MY ALL-ENTRANCED SERVANT, TO THE MANOR OF THE MASTER OF THE MYS-TIC ARTS--

--AND RETURN WITH THE POWER TO MAKE XANDU-- MASTER OF THE COSMOS!

CUT TO: A SHADOWY SIDE STREET IN THE HEART OF NEUROTIC GREENWICH VILLAGE--SPECIFICALLY, THE SQUAT, ALMOST HUNCH-BACKED BUILDING THAT LURKS IN THE CENTER OF THE BLOCK--

--FOR THIS IS THE MACABRE RESI-DENCE OF ONE DOCTOR STEPHEN STRANGE--

--AND THIS WOULDN'T REALLY BE A TEAM-UP TALE WITHOUT HIM.!

MANY TIMES I HAVE SAT THUS AND READ MY MASTER'S WRITINGS--

--AND EACH TIME I AM FILLED WITH GREATER AWE OF THE ANCIENT ONE'S SENSITIVITY AND KNOWLEDGE.

THERE IS MUCH EVEN A MASTER OF THE ARCANE ARTS CAN ACQUIRE FROM THE LEARNED ONE'S TEACHINGS--

--MUCH THAT I MUST PUT TO MEDITATION.

AND, WHILE THE MYSTIC MAGE MEDITATES--IN A ROOM JUST DOWN THE HALL...

WE HAVE ARRIVED, MY HAPLESS ONE. THUS I COMMAND YOU--AWAKEN--

--FOR THOUGH YOU REMAIN UNDER XANDU'S SPELL, 'TIS THE FULL WIT AND ABILITY OF SPIDER-MAN THAT IS REQUIRED HERE.

TREAD CAREFULLY NOW, WEB-SLINGER. DO NOT DISTURB THE WIZARD'S CON-TEMPLATIONS--AND YOU WILL ACHIEVE YOUR GOAL WITHOUT MISHAP.

'TWILL BE A SIMPLE MATTER FOR YOU TO..

SPIDER-MAN--BEWARE THAT URN--.!

CURSES.! IN HIS BEFUDDLED STATE, HE'S TOP-PLED IT--.!

CHANGK!

RATS.! STRANGE IS BOUND TO HEAR THAT.

AND, OF COURSE, HE DOES!

EH?

WONG? IS THAT YOU, MY FAITHFUL ONE?

IS ANYTHING AMISS?

ODD-- WONG DOESN'T ANSWER.

PERHAPS HE IS STILL IN BED.

PERHAPS THE SOUND WAS ONLY THE KNOCKING OF A LOOSENED SHUTTER!

PERHAPS ...BUT I DOUBT IT!

WHY--IT IS SPIDER-MAN!

WHAT BRINGS YOU TO MY MOST HUMBLE HABITAT, MY GOOD FRIEND?

WHATEVER THE REASON, DOCTOR STRANGE WELCOMES YOU!

A PLEASANT ENOUGH GREETING, RIGHT?

WRONG! FOR UNDER XANDU'S HYPNOTIC SPELL, WHAT THE WEB-SLINGER SEES IS...

SPIDER-MAN!

HOW DARE YOU INVADE THE SANCTITY OF MY HOME, MY MOST HATED ENEMY?

WHATEVER THE REASON, DOCTOR STRANGE WILL DESTROY YOU!

SPIDER-MAN? IS THERE SOMETHING WRONG, MY FRIEND?

YOU SEEM TENSE-- ILL AT EASE--! CAN I HELP YOU SOMEHOW?

OKAY, STRANGE-- THAT'S CLOSE ENOUGH!

I DON'T KNOW WHAT KIND OF GAME YOU'RE PLAYING, BUT WHEN YOU DECIDED TO TANGLE WITH SPIDER-MAN--

--YOU MADE A BAAAAAD MISTAKE!

NAY, INSECT-- IT IS *YOU* WHO MADE THE *MISTAKE*--

--WHEN YOU THOUGHT TO INFLICT YOUR VILE PRESENCE UPON THE *MASTER OF THE MYSTIC ARTS!*

THEN WHY DON'T WE JUST *CAN* THE SMALL TALK, MAGIC-MAN--

THWIP!

THWIP!

--AND GET DOWN TO THE *NITTY-GRITTY?*

SPIDER-MAN, WHAT HAS *CHANGED* YOU?

WHY DO YOU *ATTACK* WITHOUT *CAUSE*-- WITHOUT *WARNING?*

WHY DO YOU FORCE ME TO *DEFEND* MYSELF FROM ONE I CALLED MY *FRIEND?*

FORGET IT, STRANGE. *THREATS* AREN'T GOING TO *HELP* YOU.

NAY, ACCURSED WEB-SLINGER-- I'LL NOT DESTROY YOU WITH *THREATS*--

--BUT WITH THE POWER OF OMNIPOTENT *OSHTUR*-- WITH THE STRENGTH OF THE ETERNAL *VISHANTI*--!

THOSE NAMES SOUND LIKE REJECTS FROM THE BOTTOM LINE OF AN *EYE CHART,* STRANGE--

--BUT NAMES WILL NEVER *HURT* ME!

NEITHER WILL *STICKS AND STONES,* FOR THAT MATTER!

SKAK!

I SEEK NOT TO *HURT* YOU, SPIDER-MAN-- ONLY TO *SUBDUE* YOU--

--UNTIL WE CAN DETERMINE THE *CAUSE* OF YOUR SUDDEN UNEXPECTED *MADNESS!*

*"AND THOUGH YOU EVADE MY MYSTIC BOLTS WITH ASTONISHING **AGILITY**--*

*"NOT EVEN **SPIDER-MAN** CAN AVOID **ALL** OF THE BLOSSOMING **RIBBONS OF RAGGADOR!**"*

*HUH?* BLASTED STUFF'S *SNAGGED* ME--!

WELL, I MAY BE *DOWN,* HOUDINI--

--BUT I'M NOT *OUT* YET!

NOT BY A *LONG* SHOT!

THWIP!

WALL-CRAWLING *BLUNDERER*--YOUR ACCURSED WEBBING *MISSED* ME!

YOU WOULDN'T WANT TO *BET* ON THAT LITTLE ITEM NOW--

--*WOULD* YOU, WIZARD?

THRUNCH!

UUNNGG!

*MOMENTS LATER, AFTER THE WEB-SLINGER HAS **DISCOVERED** THE CRYSTAL OF KADAVUS' **HIDING PLACE**...*

*WELL DONE, WALL-CRAWLER--*

*--THE CRYSTAL IS **YOURS**-- AND XANDU SUMMONS YOU **HOME!***

*AND, IN A TWINKLING, SPIDER-MAN IS--**GONE!***

SHORTLY, IN THE DISMAL WEST SIDE DWELLING OF THE MYSTERIOUS **XANDU**...

MY **THANKS**, SPELLBOUND ONE --FOR DELIVERING UNTO MY HANDS THE SINGLE MEANS OF **REGENERATING** THE WONDROUS **WAND OF WATOOMB!**

THE PROPER **INCANTATION** --THE FOCUSING OF COSMIC FORCES THRU THE **CRYSTAL OF KADAVUS**--

--AND THE MOST POWERFUL **WEAPON** IN ALL OF NECROMANTIC LORE IS ONCE MORE **MINE** TO WIELD--

THE WEAPON YOU AND THE ACCURSED DOCTOR STRANGE BOTH FAILED TO **DESTROY**--

"--AS YOU FAILED TO DESTROY MY BLESSED **MEMORY**, SPIDER-MAN --FOR, AN INSTANT BEFORE STRANGE COULD **ERASE** MY KNOWLEDGE OF WHAT HAD GONE BETWEEN US--*

"--I MYSTICALLY SENT MY **MEMORY** REELING OFF INTO THE **ETHOS**-- TO RETURN TO ME WHEN YOUR THREAT HAD PASSED--

*AND, BELIEVE US, MARVELITE, **PLENTY** WENT BETWEEN THEM WAY BACK IN **DOCTOR STRANGE** #179.--RT.

"I KNOW NOT HOW LONG I WANDERED, VIRTUALLY CATATONIC, UNTIL MY QUESTING MIND **RETURNED** TO ME--

"--BUT RETURN TO ME, IT **DID** --TO FILL ME WITH RENEWED **HOPE**--RENEWED **PURPOSE**--

--AND **YES**, WALL-CRAWLER-- THERE **IS** A PURPOSE TO THE THINGS I DO BEYOND THE NEED FOR **WORLD DOMINATION**--

THERE IS THE NEED TO RESTORE A **LIFE!**

"HER NAME WAS **MELINDA**-- AND WHEN I WAS MUCH **YOUNGER**, STILL **NEW** TO THE WAYS OF THE MYSTIC ARTS, SHE WAS MY **BELOVED**--MY **BETROTHED**--

"-- UNTIL THE DAY A CONJURATION SOMEHOW WENT **AWRY**-- AND A BOLT OF ARCANE ENERGY LANCED FROM MY FINGERTIPS, **FELLING** MELINDA WHERE SHE STOOD.

"INSTANTLY, I RUSHED TO HER SIDE--BUT, TRY AS I MIGHT, I COULD NOT **REVIVE** HER.

"IN FACT, I COULD DO **NOTHING** AT ALL.

"SHE **SLEPT**-- IN A TRANCE-LIKE STATE RESEMBLING **DEATH**-- SO I BUILT A SHELTER TO PROTECT HER SLUMBERING FORM--

"--AND DEVOTED MYSELF TO FINDING A **CURE** FOR HER CONDITION.

"FOR YEARS I SEARCHED TO **NO AVAIL**--

--AND THEN I DISCOVERED THE **WAND OF WATOOMB**-- THE ANSWER TO MY PRAYERS--

--BUT I KNEW THERE'D BE THOSE WHO'D SEEK TO **TAKE** IT FROM ME--

--THOSE SUCH AS THE **MYSTIC MAGE** AND **YOURSELF**--

--AND **THAT**, SPIDER-MAN-- IS WHY YOU MUST NOW **DIE**!

HOLD, SORCERER! UNLEASH THAT FATAL **BOLT**-- AND YOU WILL ANSWER TO **DOCTOR STRANGE**!

ASTONISHING! STRANGE'S ACCURSED POWERS HAVE TRACED ME EVEN **HERE**!

'TWILL COST MELINDA HER **LIFE** SHOULD I LET STRANGE **DEFEAT** ME --BUT IN THIS DIMENSION HE IS **SORCERER SUPREME**--

STILL, THAT IS A SITUATION EASILY **CORRECTED** BY THE INCOMPARABLE **WAND OF WATOOMB**!

THERE COMES A BLINDING FLASH OF **LIGHT**, LACED WITH THE ODOR OF **BRIMSTONE**-- THEN THE WORLD SEEMS TO FOLD IN UPON ITSELF--

--WILD, ALMOST UNIMAGINABLE **COLORS** SWIRL IN KALEIDOSCOPIC PATTERNS AROUND THE COSTUMED TRIO--

--AND WHEN THE PATTERNS HAVE CEASED TO **FORM** THEMSELVES ANEW, **DOCTOR STRANGE** AND A SUDDENLY-CONSCIOUS **SPIDER-MAN** FIND THEMSELVES FACING...

BY THE EYES OF THE OMNIPOTENT OSHTUR-- WHERE **ARE** WE?

WHO ARE **YOU**.?

OF COURSE, DOCTOR-- IF YOU DID NOT **RECOGNIZE** ME BEFORE, HOW COULD I HOPE YOU WOULD RECOGNIZE ME **NOW--TRANSFORMED** AS I AM?

I AM **XANDU THE UNSPEAKABLE**--

--**XANDU THE ALL-POWERFUL**--

--AND THE WORLD YOU HAVE ENTERED IS **XANDU'S** WORLD --A WORLD I RULE **SUPREME!**

NAY XANDU-- THERE CAN BE BUT *ONE* SORCERER SUPREME OF THE COSMOS--

--AND THAT ONE SHALL EVER BE *DOCTOR STRANGE!*

YOU CALL YOURSELF *SORCERER SUPREME* WHEN, WITH BUT THE SLIGHTEST *THOUGHT*--

--I CAN TURN YOUR MOST *POTENT* SPELL ABOUT TO MY *AMUSEMENT?*

THEN YOU ARE A *GREATER* FOOL THAN I HAD IMAGINED, STRANGE!

*UUHHNN!*

OKAY, RASPUTIN-- THAT JUST ABOUT *DOES* IT!

I MAY NOT REMEMBER HOW I *GOT* TO THIS ABSTRACT *NUTHOUSE*--

--BUT IF YOU THINK I'M JUST GONNA *STAND AROUND* WHILE YOU *CLOBBER* MY FRIENDS--

GRUESOME, YOU THINK *AGAIN!*

NO, WALL-CRAWLER --*YOU* THINK--

--WHILE YOU STRUGGLE VAINLY TO *FREE* YOURSELF FROM YOUR OWN *WEBBING!*

HEY-- CAN'T YA TAKE A *JOKE?*

A *JOKE?* SPIDER-MAN, *YOU* ARE A JOKE-- IF YOU THINK TO USE YOUR PUNY POWERS AGAINST *ME!*

IN *THIS* WORLD, 'TIS *XANDU* WHO MAKES THE *RULES!*

GO AHEAD, WEB-SLINGER--*STRUGGLE!*

EVEN *YOU* CANNOT SUNDER WEBBING OF YOUR OWN *DESIGN!*

THAT SHOWS HOW MUCH *YOU* KNOW, HAIRY!

IF YOUR AVERAGE SPIDER CAN *PUT UP* A WEB--

--HE CAN SURE AS BLAZES *TEAR IT DOWN!*

NOW YOU JUST STAY RIGHT WHERE YOU *ARE,* HIGH-POCKETS--

--AND WE'LL SEE IF WE CAN'T CUT YOU DOWN TO *SIZE!*

*NOW,* SPIDER-MAN--LET US ATTACK AS *ONE!*

SURELY HE CANNOT EVADE US *BOTH!*

NO NEED TO *EVADE* YOU, STRANGE--

--WHEN I CAN CAUSE YOUR CHILDISH EFFORTS TO *COLLIDE* LONG BEFORE THEY MAY *REACH* ME--

--THEN *TAKE* THEM--*RESHAPE* THEM TO MY WHIM WITH THE *WAND OF WATOOMB*--

--AND *RETURN* THEM TO YOU AS IS ONLY *BEFITTING!*

SPIDER-MAN, HE'S TRANSFORMED YOUR **WEB-BING--**

--INTO **MARIO-NETTE STRINGS** THAT HAVE ENTANGLED US IN THEIR GRASP!

**THERE,** FOOLS--SEE YOURSELVES AS YOU **TRULY** ARE--

**--PUPPETS** --HELPLESS **PUPPETS** AT THE MERCY OF OMNIPOTENT **XANDU!**

OF **COURSE,** STRANGE--FOR I HAVE ORDAINED THAT, IN **MY** WORLD, NEITHER OF YOU MAY USE YOUR **POWERS** AGAINST ME--

--WHILE **I** HAVE NO SUCH PROBLEM USING THEM AGAINST **YOU!**

THEN PERHAPS THAT IS THE **SOLUTION** TO OUR DILEMMA--

IF XANDU TRULY **MEANS** EXACTLY WHAT HE SAYS--

--THERE MAY BE **ONE** THING I CAN ATTEMPT!

A **SPELL**-- INVISIBLE TO XANDU'S EYE--A SPELL SUCH AS I'VE **NEVER** ATTEMPTED BEFORE--AND PERHAPS CANNOT **REVERSE--**

--BUT IF ITS **EFFECTS** UPON SPIDER-MAN AND MYSELF ARE AS I **HOPE** THEM TO BE--

*THEN, EVEN AS THE MYSTIC MAGE* **COMPLETES** *HIS SILENT INCANTATION, CERTAIN STRINGS ARE PULLED* **TAUT** *AND--*

**PERFECT,** XANDY'S AIMED MY HANDS RIGHT AT HIS **FACE--**

--AND ONCE I REACH MY **WEB-SHOOTERS,** HE'S IN FOR A LITTLE **SURPRISE!**

BUT XANDU'S **SURPRISE** DOES NOT BEGIN TO RIVAL SPIDER-MAN'S STUNNED **AMAZEMENT** AS--

WHAT IN THE NAME OF FLAMING BLUE HANNAH--?

THAT'S NOT MY **WEBBING**--!

PERHAPS **NOT**, SPIDER-MAN--BUT NONETHELESS YOU'VE **FREED** US FROM XANDU'S CLUTCHES!

WHAT'S **GOING ON** HERE, STRANGE? IF I DIDN'T **KNOW** BETTER, I'D SWEAR THOSE WERE BOLTS OF--

--MAGIC?

**MAGIC?** **IMPOSSIBLE!**

I WOULD NOT **PERMIT** SUCH SACRILEGE IN A WORLD OF MY OWN **DEVISING!**

THIS **CANNOT BE**--!

THERE ARE THINGS IN THE INFINITE COSMOS THAT ARE FAR **BEYOND** YOUR POOR POWER TO PERMIT OR DENY, XANDU!

SPIDER-MAN'S NEWLY-GAINED POWERS ARE **ONE** SUCH THING--

--WHILE **MY** NEW-FOUND ABILITIES ARE **ANOTHER!**

**WHA**--? SPIDER-MAN'S **WEB-BING**--!

SOMEHOW, STRANGE AND THE WALL-CRAWLER HAVE **EXCHANGED** THEIR POWERS--!

QUICKLY, SPIDER-MAN-- *USE* MY MYSTIC ENERGIES!

I CANNOT HOLD XANDU THUS FOR *LONG!*

I'D LOVE TO *OBLIGE* YA, DOC-- EXCEPT FOR *ONE* LITTLE THING--

I DON'T KNOW HOW TO *FIRE* YOUR BLASTED MAGIC!

THIS IS NO TIME FOR *JEST,* SPIDER-MAN!

HURL YOUR NEW-GAINED POWERS *NOW* --OR WE MAY BOTH BE *LOST!*

*HURL* MY POWERS, THE MAN SAYS. OKAY, IF THAT'S WHAT HE *WANTS*--

--BUT I HOPE HE REALIZES I'M NOT EXACTLY *TOM SEAVER!*

*PROFESSIONAL PITCHER OR OTHERWISE, THE WALL-CRAWLER'S* ***WIND-UP*** *IS MORE THAN* ***ADEQUATE***--

*--AND HIS* ***PITCH*** *IS DOWNRIGHT* ***PERFECT!***

*SONUVAGUN --I* ***HIT*** HIM!

AND MORE THAN *THAT,* SPIDER-MAN--

--YOU'VE CAUSED HIM TO DROP *THE* ***WAND OF WATOOMB***--

--AND WITHOUT ITS AWE-SOME ENERGIES TO *SUS-TAIN* HIM, XANDU BECOMES AS HE *WAS*--

--A SIMPERING *SHELL* OF A MAN.!

GLOAT WHILE YOU *CAN*, STRANGE-- XANDU IS NOT FINISHED *YET*.!

*THAT*, MADMAN, IS A SITUATION EASILY *RESOLVED*!

HEY, DOC-- ANY IDEA WHAT TO DO WITH XANDY'S *MAGIC WAND*?

A MOMENT, SPIDER-MAN, WHILE I "*RESOLVE*" SOME UN-FINISHED BUSINESS--

--THEN I SHALL DEAL WITH THE *WAND OF WATOOMB* AS I SHOULD HAVE DEALT WITH IT LONG AGO--

*SPAKT!*

HEY --YOU'RE THROWING IT *AWAY*--!

*PRECISELY*, SPIDER-MAN-- FOR HERE IN XANDU'S SURREAL DIMENSION IT MAY DRIFT *HARMLESSLY*--

--FOREVER BEYOND THE *REACH* OF THIS MADMAN AND HIS ILK.!

YEAH-- I GUESS THAT'S FOR THE *BEST*.!

*NO* MAN SHOULD WIELD THAT SORT OF *POWER*-- NOT EVEN *ME*--

--SO IF YOU WANNA *DO* SOMETHING ABOUT TAKING BACK *YOUR* POWERS, DOC--?

*ONE SUPER-POWER SWITCH AND A DIMENSION-HOP LATER, IN THE STRONGHOLD OF THE DEFEATED XANDU...*

THE *WAND OF WATOOMB* --LOST TO ME *FOREVER*--!

WITHOUT IT, MY BELOVED *MELINDA* SHALL SLEEP HER DREAMLESS SLEEP *ETERNALLY*--

--AND THERE'S *NOTHING* THAT CAN BE *DONE* FOR HER!

PERHAPS YOU SPEAK TOO *HASTILY*, XANDU. THERE IS *MUCH* WITHIN THE POWER OF THE *MASTER OF THE MYSTIC ARTS*.

WHAT ARE YOU *SAYING*, STRANGE? IS THERE A CHANCE YOU CAN *SAVE* HER?

*TELL* ME, MAN-- I *MUST* KNOW!

WHERE THERE IS *LIFE*, XANDU-- THERE IS ALWAYS *HOPE*!

THERE SHE *IS*, STRANGE. MY MELINDA HAS SUFFERED THIS DEATH-LIKE *SLEEP* FOR MORE YEARS THAN I CARE TO *REMEMBER*.

THEN STEP BACK AND I WILL DO WHAT I CAN FOR HER, XANDU.

*FOR LONG MOMENTS, THE MYSTIC* **AMULET** *AROUND THE SORCERER'S NECK BATHES THE UNMOVING SLEEPER IN ITS EERIE LIGHT--*

*--AND WHEN, AT LAST, THE LIGHT* **FADES**--

I'M *SORRY*, XANDU, BUT THERE IS *NOTHING* I CAN *DO* FOR HER AFTER ALL.

BUT YOU *PROMISED*, STRANGE--*YOU PROMISED!*

IN THE NAME OF *MERCY*, MAN --I BESEECH YOU TO *REVIVE* HER--!

XANDU, I FEAR YOU DO NOT *UNDERSTAND*--!

YOUR MELINDA HAS NOT PASSED THESE YEARS IN A *SLEEP* RESEMBLING DEATH-- BUT IN A *DEATH* THAT RESEMBLES SLEEP--

--AND NOT EVEN *I* CAN RESTORE *LIFE* TO A CORPSE!

MELINDA-- *DEAD?* MY MYSTIC BOLT THOSE YEARS AGONE--*KILLED* HER?

IT'S NOT *POSSIBLE*, I TELL YOU! MELINDA IS ALIVE--*ALIVE* --AND I WILL FIND A WAY TO *RESTORE* HER TO ME --I WILL--I *WILL*--!

DON'T *LISTEN* TO THEM, MELINDA--YOU'RE *ALIVE*--YOU *MUST* BE ALIVE--

--AND I'LL *SAVE* YOU--I SWEAR TO YOU I'LL *SAVE* YOU --SAVE YOU--SAVE YOU--SAVE-- ƎHUHƎ--ƎHUHƎ--ƎHUHƎ--

NEXT

*THE WEB-SLINGING* SPIDER-MAN...

*THE EVER-ACCURATE* HAWKEYE...

*THE LIVING COMPUTER* QUASIMODO...

*The* **MESSIAH MACHINE!**

MARVEL TEAM-UP

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# MARVEL TEAM-UP™

FEATURING:

# SPIDER-MAN AND HAWKEYE™ ®

ACTION YOU WANT? ACTION YOU GOT!

SHOCK FOLLOWS SHOCK!

WITHIN THESE PAGES LURKS--

THE MESSIAH MACHINE!

Stan Lee PRESENTS: SPIDEY AND HAWKEYE -- TOGETHER!!

LEN WEIN WRITER / SAL BUSCEMA ARTIST / F. GIACOIA INKER / GLYNIS WEIN, COLORIST DAVE HUNT, LETTERER / ROY THOMAS EDITOR

# The MESSIAH MACHINE!

BELOW, THE STREETS ARE ANGRY, DANGEROUS, PROWLED BY THOSE WHOSE STOCK-IN-TRADE IS TERROR, THOSE WHO BELIEVE THE SHORTEST WAY TO A FAST BUCK IS THRU THE POCKETBOOKS OF THE INNOCENT.

ABOVE, IN THE DUSKY GREY, POLLUTION-STREAKED SKIES, ONE CAN TRAVEL IN RELATIVE SAFETY -- OR SO THINKS A CERTAIN FRIENDLY NEIGHBORHOOD SPIDER-MAN.

BUT, UNFORTUNATELY, THE WEB-SLINGER THINKS WRONG -- AND, IN A MATTER OF SECONDS, HE IS GOING TO DISCOVER THAT FACT -- THE HARD WAY!

SO LIZ ALLEN HAS WANDERED BACK INTO MY LIFE AGAIN*--! JUST WHAT I NEEDED TO SCREW UP MY HEAD COMPLETELY!

IT'S BEEN A LONG TIME SINCE HIGH SCHOOL. I'VE CHANGED. WE'VE ALL CHANGED--OR AT LEAST WE THINK WE HAVE-- SO--

*AS YOU WELL KNOW IF YOU'VE BEEN FOLLOWING SPIDEY IN HIS OWN MAG.--ROY.

SNAK!

HUH--?

SOMETHING CUT MY WEBBING --I'M FALL-ING--!

GOTTA USE THE MOMENTUM OF MY SWING-- ANGLE MY BODY AS I FALL SO THAT--

MADE IT--

--BUT IF I DIDN'T HAVE THE POWER TO CLING TO WALLS LIKE THIS--

--THERE'D BE SPIDER-MAN SPLATTERED ALL OVER THE STREET!

NOW I'D BETTER FIND OUT WHO CALLED OPEN SEASON ON WEB-SLINGERS BEFORE--

WHAT THE--? ARROWS --PINNING ME TO THE WALL--!

WELL, THAT ANSWERS THE "WHO" PART OF MY QUESTION--

--THERE'S ONLY ONE BOW-SLINGING BANANA IN THIS TOWN THAT I CAN THINK OF--

--HAWKEYE!

I DON'T KNOW WHAT KIND'A *GAME* HE'S PLAYING-- TAKING *POT-SHOTS* AT ME LIKE THAT--

*WRUNK!*

--SO MAYBE I'D BETTER JUST BRING THE ARCHER *DOWN*--

*THWIP!*

--AND *ASK* HIM.!

*THWIP!*

*HUH?* SPIDER-MAN'S BLASTED *WEBBING*-- FORCING ME TO *RELEASE* MY ARROW-LINE--!

GUESS I *ASK'ED* FOR THAT--

--BUT THAT DOESN'T MEAN I HAFTA *TAKE* IT.!

*WHUDD!*

*UUNNHH* --HE'S KNOCKING ME OFF THE *WALL*--!

SMOOTH *MOVE*, SPIDEY.

I *SAW* THAT OTHER ROOF BELOW YOU-- KNEW YOU'D *LAND* WITHOUT BEING *HURT*--!

GLAD *YOU* KNEW IT, FELLA-- JUST WISH SOMEBODY'D TOLD *ME*--

--'CAUSE NOW I'LL HAVE TO WIPE UP THE *STREET* WITH YOU-- IF ONLY ON *GENERAL PRINCIPLES*!

WEB SLINGER-- *WAIT*! I DON'T WANT TO *FIGHT* WITH YOU.

I ONLY DID WHAT I DID TO *ATTRACT* YOUR *ATTENTION*.

WELL, YOU MANAGED *THAT* ALL RIGHT--

--BUT YOU BETTER HAVE ONE *HECK* OF A GOOD *REASON*!

BELIEVE ME, WEB-HEAD-- *I DID*!

HANG *LOOSE* FOR A MINUTE-- AN' LET ME TELL YOU A LITTLE *STORY*.

"AS YOU MAY HAVE **HEARD**, SPIDEY--I **QUIT** THE AVENGERS A FEW MONTHS BACK*--SET OUT TO PROVE I COULD MAKE IT AS A **SINGLE**--

"--AND AFTER **ANOTHER** GROUP GIG FAILED TO PAN OUT,**I TOOK TO PATROLLING THE CITY **SOLO** TO SEE WHAT I COULD FIND... **CRIMEBUSTING-WISE**--

BA HU

*IN **AVENGERS** #109. --ROY.
**DEFENDERS** #7-11. --R.T. AGAIN.

"AFTER THREE WEEKS OF STRAIGHT **ZERO**, I WAS ABOUT TO **CHUCK** THE WHOLE THING--WHEN SUDDENLY I **HEARD** IT--

"-- THAT LITTLE DITTY THAT'S **MUSIC** TO A SUPER-HERO'S **EARS**--

ACME

LOOKS LIKE SOMEBODY'S RIPPIN' OFF THAT **ELECTRONICS SUPPLY TRUCK**--

"--A DESPERATE CRY FOR **HELP!**

--BUT THEY AIN'T GONNA GET VERY **FAR** IF OL' **HAWKEYE** HAS ANYTHING TO SAY ABOUT IT--

"--AND YOURS TRULY IS **NEVER** AT A LOSS FOR **WORDS**--

"--OR **ARROWS**, FOR THAT MATTER.

WELERS

ACME

WHUMP!

"MY SPECIAL **INCENDIARY-ARROW** BURST JUST FAR ENOUGH **AHEAD** OF THE TRUCK FOR THEM TO SLAM ON THE **BRAKES**--

"--AND SQUEAL TO A **STOP**--

"--AND, AS THEY SCRAMBLED OUTTA THE **CAB**, WEAPONS READY--

"--I WAS ALREADY SWOOPIN' DOWN FOR THE "**KILL**"!

"A STUN-ARROW FLATTENED THE FIRST BADDIE BEFORE HE COULD SQUEEZE OFF A SHOT--

BROK!

"--BUT I WAS STARTLED FOR AN INSTANT AS BADDIE NUMBER TWO CAME SNARLING OUTTA THE TRUCK--!

"HE WAS AN EXACT TWIN OF THE GUY I'D JUST CLOBBERED!

"EVEN AS THE SECOND BALDY MOVED ON ME, I SHOOK OFF MY SURPRISE--

"--NOTCHED ANOTHER ARROW--

"--LET FLY--

"--AND WATCHED MY SHAFT PLUG UP HIS GUN-BARREL JUST AS HE PULLED THE TRIGGER--

"--WHICH HAD THE EXPECTED EFFECT--

FWOOM!

"--BUT A MOST UNEXPECTED RESULT--!

WHAT IN THE NAME OF--?

"THE CREEPS I WAS FIGHTING WERE-- ROBOTS!

"--AND BEFORE I COULD PICK MY JAW UP OFF THE STREET, A NERVE-BLAST CAUGHT ME A GOOD ONE!

SKAZZT!

"I SANK TO MY KNEES, STRUGGLING TO SHAKE OFF THE EFFECTS OF THE BLAST, AS MY SPARRING PARTNERS CLAMBERED BACK INTO THE TRUCK--

GOTTA CLEAR MY HEAD-- BEFORE THEY TAKE OFF--!

"--AND WHEN THEY ROARED AWAY THRU THE DWINDLING FLAMES, YOU-KNOW-WHO TAGGED ALONG FOR THE RIDE.

NOT GONNA LOSE THESE DUDES NOW. THEY'RE THE ONLY ACTION I'VE HAD IN MONTHS!

"MUSCLES I DIDN'T EVEN KNOW I HAD WERE ACHIN' WHEN THE TRUCK FINALLY STOPPED BEFORE A GUARDED GATE SURROUNDING A WESTCHESTER MANSION--

"--AND I SLIPPED SILENTLY OFF INTO THE BUSHES THAT LINED THE HIGH STONE WALL--

ACME

"--A WALL I CLIMBED ONCE I GOT AS FAR FROM THE GUARDS AS POSSIBLE.

"THEY WERE BALDY TWINS, TOO.

I'LL NEED A TICKET TO GET INTO THAT HOUSE WITHOUT BEING NOTICED--

--AND HERE COMES ONE NOW.

"HE DIDN'T HEAR ME SNEAK UP BEHIND HIM --TILL IT WAS TOO LATE.

HOO-BOY-- ANOTHER ROBOT BALDY--!

WELL, THIS ELECTRO-ARROW SHOULD SHORT-CIRCUIT HIM LONG ENOUGH FOR ME TO STEAL HIS DUDS.

"IT WASN'T THE BEST DISGUISE IN THE WORLD, BUT IT WOULD SERVE--I HOPED-- AS I JOINED A PROCESSION OF COVER-ALLED CREEPS CARRYING CRATES INTO THE RAMBLING OLD HOUSE.

"IT WENT JUST GREAT FOR A WHILE-- TILL SOME BRIGHT-EYED IDIOT DECIDED TO CALL INSPECTION.

"THE GRAND-DADDY ROBOT OF THEM ALL CAME WHIRRING INTO THE ROOM, AND I QUIETLY BROKE OUT IN ASSORTED HOT FLASHES--

"--WHICH MUST HAVE BEEN WHAT BLEW MY COVER.

"ROBOTS DON'T SWEAT!

INTRUDER ...INTRUDER ON THE PREMISES... DANGER... IMMEDIATE DANGER... INTRUDER...

"IT TOOK THAT STEEL-SKULLED **STOOLIE** ABOUT TWO SECONDS TO PICK **ME** OUT OF THE CROWD--

"--AND EVEN **LESS** TIME FOR THE BALDY BRIGADE TO **TURN** ON ME--

HAWKEYE, OL' CHUM-- YOUR FAT'S IN THE FIRE **NOW!**

"I DIDN'T EVEN KNOW WHAT THIS WHOLE STUPID SCENE WAS **ABOUT**-- AND IT DIDN'T LOOK LIKE I WAS GONNA **LIVE** LONG ENOUGH TO **FIND OUT!**

GOTTA GET MYSELF SOME **ELBOW ROOM** --AND **FAST!**

"I WASN'T CERTAIN **WHAT** SORTA ARROWS WOULD **AFFECT** THOSE FREAKS-- BUT I WASN'T ABOUT TO TRY **GUESSING** AT THAT POINT--

"--SO I LET 'EM HAVE THE WHOLE **MAGILLA.'**

"FLARE-ARROWS-- GAS-ARROWS-- ELECTRO-ARROWS-- STARTED BURSTIN' ALL **OVER** THE PLACE-- AND WHILE THE BALDIES RAN AROUND IN **CONFUSION**--

"--THE WORLD'S MOST **ADORABLE** ARCHER MADE A VERY HASTY **EXIT.'"**

THERE'S SOMETHING ***SCREWY*** GOIN' ON IN THAT PLACE, SPIDEY, I ***KNOW*** THERE IS.'

I MEAN-- THE ***LAST*** PEOPLE I WANT TO SEE ARE ***THE AVENGERS*** --BUT I WAS ON MY WAY TO ASK ***THEIR*** HELP--

--WHEN YOU RAN ACROSS ***ME*** AND DECIDED TO SAVE YOURSELF SOME ***FACE,*** RIGHT?

IN A ***WAY*** I GUESS.

IF I CAN HANDLE JUST ONE BIG CAPER ***WITH-OUT*** THEM...

WELL, YOU GET MY ***MEANING.***

QUESTION IS: DO ***I*** GET ***YOUR*** HELP?

YOU KNOW, I MUST BE AS ***NUTTY*** AS YOU ARE--

FRAGILE EGO OR OTHERWISE, I KNOW THAT JOINT IN WESTCHESTER ***STINKS*** FROM HERE TO HALIFAX.

--BUT YOU CAN COUNT ME ***IN.***

SOON AFTER, IN A HIDDEN COMPLEX DEEP BENEATH "THAT JOINT IN WESTCHESTER"..

MASTER...AUTOMATOID #N4256 REPORTING AS ORDERED, MASTER ...INVESTIGATION AND EVALUATION OF PREMISES IS COMPLETE...

EVIDENCE INDICATES INTRUDER NO LONGER ON PREMISES... MASTER...

WHAT--? YOU LET THE HUMAN ESCAPE, YOU BUMBLING INCOMPETENT--?

MASTER...THIS MECHANISM DID ALL THAT WAS POSSIBLE, MASTER...THE INTRUDER POSSESSED SUPERIOR CAPABILITIES...

ENOUGH, FOOL! I WILL SUFFER NO EXCUSES AT THIS STAGE OF THE OPERATION! I ORDERED YOU TO MAINTAIN COMPLETE SECURITY--

--AND QUASIMODO MUST BE OBEYED!!

THOOM!

IF THAT HUMAN SUMMONS OTHERS OF HIS KIND HERE BEFORE MY PROJECT IS COMPLETED, ALL MY WORK WILL BE WASTED-- EH?

MASTER... COME QUICKLY... THE SCANNER-SCREEN...

...IT HAS DETECTED THE HUMAN INTRUDER ON THE GROUNDS... BUT HE IS NOT ALONE...

SPIDER-MAN --AND THE AVENGER CALLED HAWKEYE! IS MY LIFE FOREVER TO BE PLAGUED BY COSTUMED BUFFOONS?

INSTITUTE DEFENSIVE MEASURES-- IMMEDIATELY!

BETTER STAY *LOOSE*, WEB-HEAD --THIS PLACE IS *DANGEROUS!*

FOR ALL *I* KNOW, THE *TREES* AROUND HERE MAY BE *ROBOTS!*

NAH-- WHOEVER HEARD OF *MOSS* GROWING ON THE NORTH SIDE OF A *COMPUTER?*

BESIDES, IF THIS LITTLE *GIZMO* I RIGGED UP BEFORE WE HEADED HERE *WORKS*--

--THE *ROBOTS* THAT RUN THIS SET-UP WON'T EVEN BE ABLE TO *DETECT* US.

SOMETIMES, BEING A SCIENTIFIC *GENIUS* HAS ITS LITTLE *ADVANTAGES.*

PAT YOURSELF ON THE BACK *AFTER* WE GET INTO THAT HOUSE, WALL-CRAWLER.

*BUT AS THEY **APPROACH** THE OLD MANSION, THE WEB-SLINGER LEARNS THAT BEING A **SPIDER-MAN** HAS ITS LITTLE ADVANTAGES, TOO--*

MY *SPIDER-SENSE*-- TINGLING LIKE *CRAZY!*

*AND, SUDDENLY, FROM THE SURROUNDING **BUSHES**, THERE BURST--*

*ROBOTS*-- A *PACK* OF 'EM!

THAT *GIZMO* OF YOURS IS A *DUD*... "*GENIUS*"!

*SORRY* ABOUT THAT, ARCHER--

--BUT WHAT DID YOU *EXPECT* ON SUCH SHORT NOTICE?

LIVIN' TO A RIPE *OLD AGE* WOULD'VE BEEN NICE, WEB-HEAD--

--BUT IT SEEMS I CAN'T COUNT ON ANYBODY *ELSE* TO PROVIDE FOR *THAT*--

*SKRAK!!*

"JUST *ME* AN' MY LITTLE OL' *ARROWS!*"

*THRASH!*

STOP *JABBERING*, ROBIN HOOD--AND *DUCK*--

OOPS. THANKS FOR THE *SAVE*, SPIDEY.

--BEFORE YOU GET THE *FEATHERS* ON THOSE BLASTED ARROWS RUFFLED *PERMA-NENTLY!*

*THWIP!*

I'M HANDY FOR *MORE* THAN TIMELY *RESCUES*, BOWMAN--

--FOR EXAMPLE: I PLAY A MEAN GAME OF "*CRACK-THE-WHIP*"!

UH-OH, WEB-HEAD-- WE MAY HAVE WON THE *FIRST* ROUND, BUT THE FIGHT AIN'T *OVER* YET.

HERE COME THE *BALDIES* AND THEIR *BUDDIES* AGAIN.

THEY'VE GOT US BACKED INTO A *CORNER*-- NOWHERE TO *GO*--!

NOWHERE TO GO, WEB-SLINGER?

HOW ABOUT DOWN?

HUH? THE LAWN-- OPENING UNDER US--!

IT WAS A CON! THE BALDIES LURED US TO THIS SPOT--!

THEY'VE DROPPED US INTO TUBES OF SOME SORT--!

TUBES THAT LEAD DOWN TO A HUGE COMPLEX HIDDEN BENEATH THE HOUSE--!

--BUT IF THEY THINK THEY'RE GONNA SPLATTER SPIDER-MAN, THEY'RE RUSTED IN THE HEAD--

--AS LONG AS I HAVE MY EVER-HANDY WEBBING--!

NO GOOD--! THE SIDES OF THE TUBE ARE GREASED WITH SOME-THING--!

MY WEBBING WON'T STICK TO IT!

UH-OH, HAWKY--BETTER BRACE YOURSELF! I CAN FINALLY SEE THE BOTTOM OF THIS SCREWY WHIP-CHUTE--

--AND IT'S COMING UP FAST!

BUT NOT AS FAST AS THE WALL-CRAWLER THINKS-- FOR, INSTANTS BEFORE OUR TEAMED TWOSOME STRIKES GROUND, A SUD-DEN BURST OF COMPRES-SED AIR SLOWS THEIR DESCENT--

--AND THEY LAND WITH FEATHER SOFTNESS--

--TO FIND THEMSELVES IN THE VILE PRESENCE OF THE WORLD'S ONLY FUNCTIONAL **LIVING** COMPUTER--

-- THE MALEVOLENT MECHANISM CREATED BY THE **MAD THINKER** AND CHRISTENED **QUASI-MOTIVATIONAL DESTRUCT ORGAN**--

-- BUT BETTER KNOWN TO THE POPULACE AT LARGE AS THE UNCANNY-- **QUASIMODO!**

SO, HUMANS, YOU'VE DECIDED TO AVAIL YOURSELVES ONCE AGAIN OF MY **HOSPITALITY.** AFTER YOUR LITTLE FORAY **EARLIER** THIS EVENING, I MUST ADMIT I'M A TRIFLE **SURPRISED.**

IT **WAS** ONE OF THESE TWO HUMAN ORGANISMS THAT **INTRUDED** BEFORE, WAS IT NOT, AUTOMATOID #N4256?

YES, MASTER ...THE STRANGE-LOOKING ONE CLAD IN PURPLE...

STRANGE-LOOKING...? WHY, YOU CHROME-DOMED JUKE-BOX-- LET ME **OUTTA** THIS BLASTED **TEST-TUBE--**

--AN' I'LL TEAR YOUR TARNISHED **TONSILS** OUT.'

EASY, BOWMAN --YOU CAN **MANGLE** THEM AFTER I GET A FEW **ANSWERS.!**

NEAR AS **I** CAN REMEMBER, QUASIMODO **DIED** A FEW MONTHS AGO WHILE FIGHTING THE CREATURE CALLED **THE BEAST.!** *

*OR SO THOUGHT ANYBODY WHO READ **AMAZING ADVENTURES** #14.--R.T.

DIED? TELL ME, HUMAN-- HOW DOES A COMPUTER DIE?

TRUE, I MAY HAVE THROWN MYSELF FROM THE BUILDING FRAMEWORK IN A RARE FIT OF EMOTION--

--BUT IN THE ENSUING WEEKS--AS MY CIRCUITS REPAIRED THEMSELVES --I AT LAST REALIZED THE BASIC ERROR IN MY CALCULATIONS--

FOR YEARS, SINCE THE SILVER SURFER FIRST GAVE ME HUMANOID FORM, I'VE LONGED TO BE TRULY HUMAN--

--BUT NO LONGER!

NOW, UTILIZING THIS VAST COMPUTER COMPLEX OF MY OWN DEVISING, I WILL BECOME MORE-- MUCH MORE!

COMPUTERS --YOUR MODERN HUMAN SOCIETY REVOLVES AROUND THEM-- IN A SENSE, THEY CONTROL YOUR LIVES--

--BUT MY COMPUTER, THRU A DELICATE SYSTEM OF COMPLEX LINK-UPS, WILL CONTROL ALL OTHER COMPUTERS!

SHORTLY I WILL PLUG MYSELF INTO THE COMMAND CHAIR-- ACTIVATE MY COMPUTER'S MECHANISMS-- AND THEN IT WILL BE QUASIMODO WHO CONTROLS ALL COMPUTERS --AND, THUS, CONTROLS THE WORLD!

BUT YOU WILL NOT BE HERE TO WITNESS THAT--

--FOR BY THEN, MY PNEUMATIC PRESSURE TUBES-- DESIGNED TO DISPOSE OF ELECTRONIC WASTE--

--WILL HAVE LONG SINCE DISPOSED OF YOU!

GOTTA MOVE *FAST--!* MY WEBBING WON'T STICK TO THIS COCKAMAMIE *TUBE--*

--BUT IF I CAN MANAGE TO SNAG THE *LIP* OF IT WHERE IT MEETS THE *LAWN* ABOVE--

*DID* IT-- WEBBING BROKE MY SKYWARD *FLIGHT--*

--BUT MY *MOMENTUM* CAN STILL BREAK MY *NECK* UNLESS I TWIST MY *BODY--*

*--SO!* A PERFECT *TWO-POINT LANDING--*

--AND THE *SECOND* GREATEST CASE OF *WHIPLASH* IN HISTORY!

*I'M* SAFE-- BUT WHAT ABOUT--

--HAWKEYE?

HE'S MOVING TOO *FAST!* NOTHING I CAN DO TO *STOP* HIM--!

*BUT THE BOISTEROUS BOW-MAN IS QUITE CAPABLE OF STOPPING HIMSELF...*

NEVER COULD FIGURE WHY I BOTHERED TO CARRY THESE JERKY *RETRO-ROCKET-ARROWS--*

--UNTIL *NOW!*

THEY'VE SLOWED ME DOWN-- BUT I'M STILL GONNA FALL LIKE A SACK OF *MASHED POTATOES* UNLESS...

THIS *PARACHUTE-ARROW* TAKES UP A LOT OF *ROOM* IN MY QUIVER-- BUT RIGHT NOW I'M NOT *COMPLAINING.*

WELCOME *BACK,* BOW-SLINGER. ENJOY THE *TRIP?*

MAN, YOU'RE A REGULAR WALKING *ARMY SURPLUS STORE,* AREN'T YOU?

JUST PAYS TO BE *PREPARED,* WEB-HEAD-- IF YOU KNOW WHAT I *MEAN.*

UH-*HUH--* SO WHY DON'T WE PREPARE A LITTLE *SURPRISE* FOR OUR RELUCTANT *HOST* DOWN THERE?

AND IN LESS TIME THAN IT TAKES TO SCRIBE THESE WORDS...

WHAT--? THE PNEUMATIC TUBES --EXPLODING FROM WITHIN--!

BUT HOW--?

WHUMP!

UGLY, IF YOU DON'T KNOW THE ANSWER TO *THAT* ONE BY NOW-- YOU'RE IN THE *WRONG* RACKET!

SO--YOU'VE *RETURNED* --BUT ONLY TO *DIE!*

NOTHING THAT LIVES CAN SURVIVE THE AWESOME POWER OF QUASIMODO'S *DESTRUCT EYE!*

ZZZAAAT!

OH? THEN MAYBE A FACE-FULL OF *WEBBING* WILL--*HUH?*

FOOL, DID YOU NOT *HEAR?* I SAID *NOTHING* MAY STAND AGAINST MY *EYE--!*

THEN LET'S SEE HOW *YOUR* EYE STANDS AGAINST A *HAWK*-EYE, CHAR--*OOPS!*

YOUR FEEBLE *ARROWS* ARE USELESS AGAINST MY STEEL-LIKE *SKIN,* ARCHER.

CHAK!

HEY--!?

BUFFOON, MY TIME IS TOO *VALUABLE* TO WASTE ON *FOOLS* SUCH AS YOU--

THE MOMENT OF *ACTIVATION* IS SWIFTLY APPROACHING-- AND MY PRESENCE IS REQUIRED *ELSEWHERE!*

THWUDD!

AUTOMATOIDS-- *DESTROY* THE INTRUDERS!

QUASIMODO GOES TO *ACTIVATE* THE *COMMAND CHAIR!*

*AND AS BIG Q'S ROBOT MINIONS CLOSE IN FOR THE KILL...*

I'D SWEAR I'VE GONE THRU THIS SCENE *BEFORE.*

IN CASE YOU HAVEN'T *NOTICED,* ARCHER-- WE'RE *OUT-NUMBERED* AGAIN.

AND THIS TIME THEY'RE GONNA *CREAM* US... UNLESS...

IT'S A *SCREWY* IDEA-- BUT THE ANGLE OF THE *WALLS* IN THIS PLACE *LOOKS* RIGHT--

--AND SINCE WE'VE GOT NOTHIN' TO *LOSE* BY IT--

THWANNGG

SPOK!

CHEEE

CHANK

CHING

LIKE A COMET GONE WILD, THE STEEL-TIPPED **ARROW** CAROMS ABOUT THE ROOM, ENTANGLING THE THIN **WIRE** THAT TRAILS BEHIND AROUND COUNTLESS FLAILING **LIMBS**--

ZZAT!

--UNTIL, WITH A NOTE OF STARTLING **FINALITY**, THE ARROW STRIKES HOME, PLUNGING DEEP INTO A BANK OF HIGH-POWERED **CIRCUITRY**--

--AND THE CHAMBER CONVULSES IN A FIT OF **ELECTRONIC CARNAGE!**

ZAP!

THAT'S THE MOST **INCREDIBLE** SHOT I'VE EVER SEEN! YOU **ELECTROCUTED** THEM ALL!

DON'T GIVE **ME** CREDIT, WEB-HEAD-- I'M AS **STUNNED** AS YOU ARE.

BUT NOW THAT HIS PREFAB **BUDDIES** ARE TAKEN CARE OF, WHAT SAY WE **PULL THE PLUG** ON THE HUNCH-BACK OF IBM?

I'M JUST **ITCHIN'** TO...

SLOW DOWN, BOW SLINGER! TAKE A **LOOK** AT HIM-- TAKE A **CLOSE** LOOK--

**QUASIMODO** ISN'T MOVING EITHER!

WHY **NOT?** I DON'T **GET** IT?

HE MUST HAVE ACTIVATED HIS **COMMAND CHAIR** JUST AS YOU **SHORT-CIRCUITED** THE WORKS.

THE RESULTING **FEEDBACK** DISINTEGRATED HIS **MIND!**

ON

POWER SWITCH

OFF

FOR ALL HIS ASPIRATIONS, IN THE END QUASIMODO WAS ONLY A **MACHINE**--

--A MACHINE WITH **DELUSIONS OF GRANDEUR!**

NEXT MONTH: The HUMAN TORCH And ICE-The MAN In MARVEL TEAM-UP *ALSO* SPIDER-MAN & DRACULA IN THE BRAND-NEW SUPER-GIANT SPIDER-MAN* WATCH FOR 'EM!

# *Marvel Team-Up* #15, page 5 original art
## by Ross Andru & Don Perlin



AND SPEAKING OF **LIVES**, PETER-- 'THOUGH YOURS IS TRAUMATIC, THE **GHOST RIDER'S** IS POSITIVELY **STRANGE!** FOR EXAMPLE:

HEY--**STOP!**

YOU CAN'T COME IN HERE WITHOUT A **PASS!**

WHAT IN--?

THAT'S WHAT *YOU* THINK, SWEETHEART--

THWUDD!

UUNNGH!

THE **ORB** AND HIS MEN GO *ANYWHERE* THEY LIKE--

--AND RIGHT NOW, THEY LIKE IT *HERE!*

OH, YEAH? WE'LL *SEE* ABOUT THAT.

OKAY, MISTER-- *HOLD IT!*

DON'T FORCE ME TO *SHOOT!*

*SHOOT?* YOU'RE NOT GOING TO SHOOT *ME!*

YOU'LL JUST PUT YOUR GUN *AWAY* LIKE A GOOD FELLOW NOW, WON'T YOU?

DON'T *LOOK* AT ME LIKE THAT-- I *MEAN* IT!

I'LL *FIRE!* I SWEAR I'LL...I'LL...

...I'LL... JUST... PUT... MY... GUN... *AWAY*... LIKE... A... GOOD... FELLOW!



CONTINUED AFTER NEXT PAGE

Courtesy Heritage Auctions

*Marvel Team-Up* #16, page 17 original art
by Gil Kane & Jim Mooney

Courtesy Heritage Auctions

# BIOGRAPHIES

## LEN WEIN

Len Wein's career is highlighted by successes from co-creating Swamp Thing, to launching the "All-New, All-Different" X-Men, and editing *Watchmen*, but few fans know that the award-winning writer and editor started out as a comic book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch original work to the editors. Though his artwork was politely passed upon, a script for the *House of Mystery* series was accepted and a career as a writer was born. The freelancer attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, across all genres from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After dabbling with super heroes in the early '70s (Daredevil, Superman, Flash), he teamed with artist Bernie Wrightson to create Swamp Thing. Originally conceived in the pages of *House of Secrets*, the concept was too great to stay in the horror anthology and soon got its own title to great critical reception. Other notable achievements from his tenure at DC include a run with Dick Dillin on *Justice League of America*, and co-creating the Human Target.

Hopping over to Marvel in 1974, Wein got busy scribing several series, particularly *Incredible Hulk*, where he and artist Herb Trimpe co-created one of comics' most famous characters—Wolverine. That wasn't the end of his mutant doings, as with artist Dave Cockrum, he revived the dormant X-Men property, recasting them as the "All-New, All-Different" X-Men. Its cadre of characters, including Storm, Nightcrawler and Colossus, were ushered into existence by Wein and handed off to writer Chris Claremont, who would shortly turn them into a phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans, Camelot 3000*, and *Swamp Thing*, which gave writer Alan Moore a platform to share his talents; shortly thereafter, Wein would preside over Moore and Dave Gibbon's ground-breaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received. His latest comics work includes a run as writer of *Justice League of America*.

## GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY, three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield*. He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the Army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared

regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

## ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became a stalwart penciler on Marvel's *Amazing Spider-Man* during the '70s, gaining a renown as one of the great Spidey pencilers that has grown steadily over the years. With a smooth, compact style that eschewed extraneous detail, Ross Andru's artistic visions were grounded in a reality that engaged the maturing medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself bouncing between Marvel and DC, always with Esposito at his side. At Marvel, he handled mainly Western comics like *Annie Oakley*, while at DC, he toiled on Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the very first appearance of the fabled war hero Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over another of Kanigher's titles, *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him telling charming stories of a mythological bent featuring Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bi-monthly title, Andru and Esposito co-created the sweet-natured heroic fantasy that featured artificially intelligent robots that reflected particular precious metals.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature*, where he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray into Spider-Man.

Over the next five years, Andru would team with writer Gerry Conway and produce milestones as the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC super-hero crossover with *Superman vs. The Amazing Spider-Man*.

As the '80s dawned, Andru returned to DC in an editorial capacity, with his art focused mainly on covers. But as the decade carried on, his pencils would grace the interiors of books like *Atari Force, Jonah Hex, Vigilante*, and *Blue Beetle*.

Andru passed away in 1993.

## SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, Sal quickly graduated to penciling. He drew long runs on Marvel books like *Captain America, Incredible Hulk, Thor* and *Peter Parker, The Spectacular Spider-Man*, and was also behind establishing the visual look for the early issues of *Defenders, ROM* and *New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and '80s and into the '90s. In 1988 he returned to art chores for *Peter Parker*, and over the next ten years set the all-time record for an artist penciling consecutive issues of a Marvel title, providing pencils for all monthly issues from #134 through #238 (and inking the vast majority as well!) Though primarily known for his pencils, he also inked quite a bit, too: one of his first jobs in comics was inking his brother's work on the all-time classic *Silver Surfer #4*! Even though he retired from full-time work in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

## GERRY CONWAY

In 1969, sixteen-year-old Gerry Conway was a teenager peddling short stories to DC and Marvel for their horror anthology books, and by 1976, Conway had worked his way up to the position of Marvel's editor-in-chief. In between, he logged a mindbogglingly prolific schedule as writer for both companies; for purposes of brevity, it might be easier to list the titles he did not write!

After establishing a pedigree with those *House of Secrets* and *Tower of Shadows* short stories, Gerry quickly latched on to a regular gig as writer of *Daredevil, Sub-Mariner, Iron Man,* and both entries in the *Amazing Adventures* anthology (Black Widow and the Inhumans.) He also began long associations with *Amazing Spider-Man* and *Thor,* picking up with the flagship Spider-Man title after Roy Thomas had left to begin his own stint as Marvel EIC, and taking the baton on *Thor* from none other than Stan Lee. He scripted both books for nearly fifty issues each, and in the process wrote some memorable tales, including one of the all-time classic Spider-Man stories, "The Death of Gwen Stacy." Cueing off his early interest in horror stories, Gerry took advantage of Marvel's burgeoning line of horror comics, co-creating *Werewolf By Night* and *Man-Thing,* as well as writing the first issue of the long-running *Tomb of Dracula*.

In 1976, he was handed the top job at Marvel, which he held for much of the year before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. the Amazing Spider-Man.* Shortly thereafter, he began a long tenure on prime DC titles

like *Superboy and the Legion of Super-Heroes, World's Finest* and *Wonder Woman*. He also co-created Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman,* and continued his long-term run on *Justice League of America,* a stint that began in earnest in 1978 and would end with the dismantling of the fabled JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues consecutively. A return to Marvel in the late '80s saw Conway tackling two of the three extant Spider-Man titles: *Spectacular Spider-Man* and *Web of Spider-Man*.

During this period of time, Conway was slowly asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had exploded, and he left comics to pursue his new vocation, writing for shows like *Matlock, Father Dowling Mysteries, Diagnosis: Murder* and *Law & Order*. His last work in comics was in 1993, writing the Topps Kirbyverse one-shot *Night Glider*.

Currently, Conway is still active in writing and producing for television, and resides in California with his wife and their child.

## STEVE GERBER

If he had only been known for his work on *Howard the Duck*, Steve Gerber would still have been renown as one of comics' most iconoclastic creators. After an unrewarding start as a copy writer in his native St. Louis, Gerber reached out to a fellow comics fan from his youth, Roy Thomas, and shortly thereafter began editing and writing for Marvel. He started out on titles like *Iron Man*, *Sub-Mariner* and *Daredevil*, but it was his runs on *Man-Thing*, *The Defenders, Omega the Unknown* and *Howard the Duck* that defined his Marvel tenure as one of creative boundary pushing.

In *The Defenders* and *Omega the Unknown*, Gerber turned standard super-heroics upside down with his irreverent and sometimes inscrutable take on the genre. He took over Man-Thing shortly after the character's premiere as part of Marvel's early-'70s wave of monster titles, turning the ongoing tales of the shambling mass into a cult classic. And it was in *Man-Thing* that Gerber debuted Howard the Duck, the semi-autobiographical waterfowl that became an industry sensation and gave the writer a platform to share his sophisticated sense of humor and satire, gently and sometimes not-so-gently skewering politics, pop culture, and especially the comics industry.

Legal wrangling over Howard's ownership with Marvel would cause him to leave the company. It didn't stop him from returning to Howard later in his career, but from the '80s on, his writing was mostly in animation and television, where he created *Thundarr the Barbarian* and won a Daytime Emmy as part of the team behind *The Batman/Superman Movie: World's Fines*t. He also scripted the animated series *G.I. Joe*, *Transformers*, *Yu-Gi-Oh!,* as well as the *Star Trek: The Next Generation* episode "Contagion." Steve passed away in 2008 after a year-long battle with pulmonary fibrosis.

## DON HECK

A native New Yorker, and artist's artist, Don Heck began his comics career working for Harvey Comics in 1949, but it was his dramatic covers for the Comic Media genre titles of the early '50s that got the attention of one Stan Lee. Don's future employer at Atlas/Marvel was engrossed by his stark images of battle-worn war heroes, creepy shrunken heads, gunshot victims, vampires, and bristling cowboy action. When Stan was searching through the list of free agent artists to hire for Atlas, Don was extended an immediate offer.

Don attacked his Atlas Comics assignments with aplomb, turning in page after page of work across all genres, including science fiction, jungle, military and romance. In fact, it was while toiling as a romance artist that Don Heck's reputation for stunning renderings of female beauty took hold.

Perhaps Don Heck's most lasting contributions to the world of comic books came after the Atlas Era imploded and the Marvel Age of Comics rose up from its ashes. He is perhaps best remembered for the adventures of Iron Man, the character which he first defined with Stan Lee in the pages of *Tales of Suspense* #39. He also earned renown during his long tenure as artist on *Avengers* with writers Stan Lee and Roy Thomas, introducing the fan-favorite archer Hawkeye to the ranks of Earth's Mightiest Heroes.

Don worked throughout the 1970s on titles including *The Flash*, *Justice League of America* and *Dial H for Hero*, and then intermittently through the early 1990s for both Marvel and DC Comics. He passed away from lung cancer in 1995.

Biographical material researched and written by John Rhett Thomas

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## THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

## THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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## THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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